

BURKLE RONALD W
Form 3
August 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â BURKLE RONALD W</p> <p>(Last) (First) (Middle)</p> <p>C/O THE YUCAIPA COMPANIES LLC,Â 9130 W. SUNSET BOULEVARD</p> <p>(Street)</p> <p>LOS ANGELES,Â CAÂ 90069</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/04/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,592,610	I (1)	See Footnotes (1) (7) (8) (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
8% Cumulative Convertible Preferred Stock, Series A-Y ⁽³⁾	08/05/2010 ⁽⁴⁾	08/01/2016	Common Stock	23,000,000 ⁽⁴⁾	\$ 5	I ⁽²⁾	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Series B Warrants	12/03/2007	06/09/2015	Common Stock	6,965,858.19 ⁽⁵⁾	\$ 32.4	I ⁽⁶⁾	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKLE RONALD W C/O THE YUCAIPA COMPANIES LLC 9130 W. SUNSET BOULEVARD LOS ANGELES, CA 90069	Â	Â X	Â	Â
Yucaipa Corporate Initiatives Fund I, LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Â	Â X	Â	Â
Yucaipa American Alliance Fund I, LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Â	Â X	Â	Â
YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Â	Â X	Â	Â
YUCAIPA AMERICAN ALLIANCE FUND II LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Â	Â X	Â	Â
Yucaipa American Alliance (Parallel) Fund II, L.P. C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Â	Â X	Â	Â

Signatures

/s/ Ronald W. Burkle 08/12/2009

**Signature of Reporting Person Date

08/12/2009

/s/ Robert P.
Birmingham

Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes (i) 892,372 shares of the Issuer's common stock, par value \$1 per share (the "Common Stock"), beneficially owned directly by Yucaipa Corporate Initiatives Fund I, LP ("YCI"), (ii) 850,125 shares of Common Stock beneficially owned directly by Yucaipa American Alliance Fund I, LP ("YAAF"), and (iii) 850,113 shares of Common Stock beneficially owned directly by Yucaipa American Alliance (Parallel) Fund I, LP ("YAAF Parallel").
- (2) Includes 69,327 shares of 8% Cumulative Convertible Preferred Stock, Series A-Y, no par value per share (the "Series A-Y Preferred Stock"), beneficially owned directly by Yucaipa American Alliance Fund II, LP ("YAAF II") and 45,673 shares of A-Y Preferred Stock beneficially owned directly by Yucaipa American Alliance (Parallel) Fund II, LP ("YAAF II Parallel").
- (3) As set forth in the Articles Supplementary filed by the Issuer with respect to the Series A-Y Preferred Stock, holders of Series A-Y Preferred Stock are entitled, among other things, to an 8.0% annual dividend, payable quarterly in arrears in cash or in additional shares of Series A-Y Preferred Stock if the Issuer is not able to pay the dividends in cash in full (in which case the dividend rate will be 9.5% per annum with respect to such dividend period).
- (4) The Series A-Y Preferred Stock is convertible into Common Stock after the one year anniversary of its issuance (provided that until such time as the requisite approval by the Issuer's stockholders has been obtained, the aggregate number of shares of Common Stock into which the Series A-Y Preferred Stock may be converted will be subject to any limitations imposed by any stockholder approval requirements of the New York Stock Exchange).
- (5) The Series B warrants to purchase shares of Common Stock (the "Series B Warrants") are exercisable solely on a cashless basis, and the Issuer, in its sole discretion, is entitled to settle all or any portion of the Series B Warrants in cash.
- (6) Includes (i) Series B Warrants to acquire 2,397,648.39 shares of Common Stock beneficially owned directly by YCI, (ii) Series B Warrants to acquire 2,284,104.90 shares of Common Stock beneficially owned directly by YAAF, and (iii) Series B Warrants to acquire 2,284,104.90 shares of Common Stock beneficially owned directly by YAAF Parallel.
- (7) All of the foregoing securities owned directly by YCI may be deemed to be beneficially owned indirectly by (i) Yucaipa Corporate Initiatives Fund I, LLC ("YCI LLC"), as the general partner of YCI, and (ii) Ronald W. Burkle as the managing member of YCI. All of the foregoing securities owned directly by YAAF and YAAF Parallel may be deemed to be beneficially owned indirectly by (i) Yucaipa American Alliance Fund I, LLC ("YAAF LLC"), as their general partner, (ii) Yucaipa American Funds, LLC ("YAF"), as the managing member of YAAF LLC, (iii) Yucaipa American Management, LLC ("YAM"), as the managing member of YAF, and (iv) Ronald W. Burkle, as managing member of YAM.
- (8) All of the foregoing securities owned directly by YAAF II and YAAF II Parallel (including any shares of Common Stock underlying the shares of Series A-Y Preferred Stock) may be deemed to be beneficially owned indirectly by (i) Yucaipa American Alliance Fund II, LLC ("YAAF II LLC"), as their general partner, (ii) YAF, as the managing member of YAAF II LLC, (iii) YAM, as the managing member of YAF and (iv) Ronald W. Burkle, as managing member of YAM. Each of YCI, YAAF, YAAF Parallel, YAAF II and YAAF II Parallel (collectively, the "Funds") disclaims beneficial ownership of the securities directly owned by the other Funds (including any shares of Common Stock underlying the shares of Series A-Y Preferred Stock or the Series B Warrants), and this report shall not be deemed an admission by any Fund that it is the beneficial owners of any such securities for purposes of Section 16 or for any other purpose.
- (9) Each of YCI LLC, YAAF LLC, YAAF II LLC, YAF, YAM and Mr. Burkle disclaims beneficial ownership of the securities directly owned by the Funds (including any shares of Common Stock underlying the shares of Series A-Y Preferred Stock or the Series B Warrants), except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission by any of YCI LLC, YAAF LLC, YAAF II LLC, YAF, YAM or Mr. Burkle that he or it is the beneficial owners of any such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.