

RITE AID CORP  
Form 8-K  
May 03, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported):

**May 3, 2012**

**Rite Aid Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-5742**  
(Commission File Number)

**23-1614034**  
(IRS Employer  
Identification Number)

**30 Hunter Lane, Camp Hill, Pennsylvania 17011**  
(Address of principal executive offices, including zip code)

**(717) 761-2633**  
(Registrant's telephone number, including area code)

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N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On May 3, 2012, Rite Aid Corporation (the Company) announced its intention to offer an additional \$426.0 million aggregate principal amount of 9.25% senior notes due 2020 (the Notes). The Notes are being offered as additional notes under an existing indenture pursuant to which the Company previously issued \$481.0 million aggregate principal amount of 9.25% senior notes due 2020. The Notes to be issued in this offering and the previously issued 9.25% senior notes due 2020 will be equal in right of payment, will vote together with, and form a single class of notes under the indenture. The Notes will be unsecured, unsubordinated obligations of Rite Aid Corporation and will be guaranteed by substantially all of the Company's subsidiaries.

The proceeds of the offering will be used, together with available cash, to fund the Company's previously announced tender offer (the Tender Offer) for any and all of its outstanding 9.375% senior notes due 2015. In addition, the Company intends to call for redemption any 9.375% senior notes due 2015 that remain outstanding following the early settlement date of the Tender Offer in accordance with their terms.

A copy of the press release announcing the offering of the Notes is hereby incorporated by reference and attached hereto as Exhibit 99.1.

The Notes and the related subsidiary guarantees have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release announcing the Notes Offering, dated May 3, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

**RITE AID CORPORATION**

Dated: May 3, 2012

By:	/s/ Marc A. Strassler	
	Name:	Marc A. Strassler
	Title:	Executive Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release announcing the Notes Offering, dated May 3, 2012.