

GREAT ATLANTIC & PACIFIC TEA CO INC
Form 10-Q/A
December 06, 2011

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

FORM 10-Q/A

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended June 18, 2011

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-4141

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.
(Exact name of registrant as specified in its charter)

Maryland 13-1890974
(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

2 Paragon Drive
Montvale, New Jersey 07645
(Address of principal executive offices)

Registrant's telephone number, including area code: 201-573-9700

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class
Common Stock - \$1 par value
9.375% Notes, due August 1, 2039

Name of each exchange on which registered
OTC Markets, Inc.
OTC Markets, Inc.

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes [x] No []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer _____ Accelerated filer ----- _____ Non-accelerated filer x -
-----Smaller reporting company_____

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes [] No [X]

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by section 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [] No []

The number of shares of common stock outstanding as of the close of business on July 27, 2011 was 53,852,470.

EXPLANATORY NOTE

The Great Atlantic & Pacific Tea Company, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10Q/A (this “Amendment”) to amend our Quarterly Report on Form 10-Q for the quarter ended June 18, 2011, which was filed with the Securities and Exchange Commission (the “SEC”) on July 29, 2011 (the “Original Filing”).

Confidential treatment was requested for certain portions of the Supply, Distribution and Related Services Agreement dated May 29, 2011 by and between the Company and C&S Wholesale Grocers, Inc. pursuant to a confidential treatment request filed with the Commission on July 29, 2011.

On September 19, 2011 the SEC delivered to the Company a response letter in which the SEC requested that the Company re-file the redacted agreement.

Except as set forth in Part III, no other changes are made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing. Unless expressly stated, this Amendment does not reflect events occurring after the filing of the Original Filing, nor does it modify or update in any way the disclosures contained in the Original Filing.

PART II. OTHER INFORMATION

ITEM 6 – Exhibits

(a) Exhibits required by Item 601 of Regulation S-K

EXHIBIT NO.	DESCRIPTION
10.1**	Supply, Distribution and Related Services Agreement dated May 29, 2011 by and between the Company and C&S Wholesale Grocers, Inc.
31.1*	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

*

Filed with this Form 10-Q/A

** Confidential treatment has been requested for certain portions thereof pursuant to a confidential treatment request filed with the Securities and Exchange Commission (the “Commission”) on July 29, 2011. These provisions have been omitted from the filing and submitted separately to the Securities and Exchange Commission.

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 thereunto duly authorized.

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.

Date: December 6, 2011

By: /s/ Christopher W. McGarry

Christopher W. McGarry, Senior Vice President,
and General Counsel