

GREEN EQUITY INVESTORS III LP
Form SC 13D/A
April 01, 2003

OMB APPROVAL

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Rite Aid Corporation

(Name of Issuer)

Common Stock par value \$1.00 per share

(Title of Class of Securities)

767754 10 4

(CUSIP Number)

Jennifer Bellah Maguire

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90071-3197

(213) 229-7986

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 31, 2003

(Date of Event which Requires Filing of Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box. "

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF	7. Sole Voting Power
SHARES	
BENEFICIALLY	0
OWNED BY	8. Shared Voting Power
EACH	
REPORTING	71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's
PERSON	8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock
WITH:	9. Sole Dispositive Power

0

10. Shared Dispositive Power

71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's 8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's 8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

12.2% beneficial ownership of the voting stock based on 515,115,664 shares of Common Stock outstanding on December 18, 2002

14. Type of Reporting Person (See Instructions):

PN

CUSIP No. 767754 10 4

Amendment No. 2 to Schedule 13D

Page 3 of 19 Pages

1. Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors Side III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF 7. Sole Voting Power
SHARES

BENEFICIALLY 0

OWNED BY 8. Shared Voting Power
EACH

REPORTING 71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's
PERSON 8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock

WITH: 9. Sole Dispositive Power

0

10. Shared Dispositive Power

71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's 8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's 8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

12.2% beneficial ownership of the voting stock based on 515,115,664 shares of Common Stock outstanding on December 18, 2002

14. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only):

GEI Capital III, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power 0 8. Shared Voting Power 71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's 8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock 9. Sole Dispositive Power
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0

10. Shared Dispositive Power

71,582,782 shares of Common Stock issuable upon conversion of 3,937,053 shares of Rite Aid's 8% Series D Cumulative Convertible Pay-In-Kind Preferred Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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13. Percent of Class Represented by Amount in Row (11):

12.2% beneficial ownership of the voting stock based on 515,115,664 shares of Common Stock outstanding on December 18, 2002

14. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only):

Leonard Green & Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH: