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GREAT ATLANTIC & PACIFIC TEA CO INC

Form 10-K/A

August 22, 2002

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

FORM 10-K/A

Amendment No. 2

(Mark One)

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

For the fiscal year ended February 23, 2002

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	Name of each exchange on which registered
-----	-----
Common Stock - \$1 par value	New York Stock Exchange

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 [X]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

The aggregate market value of the voting stock held by non-affiliates of the Registrant at May 23, 2002 was approximately \$415,356,000. The number of shares of common stock outstanding at May 23, 2002 was 38,506,565.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part I, Items 1 and 3, and Part II, Items 5, 6, 7, 7A, 8 and 14 are incorporated by reference from the Registrant's 2001 Annual Report to Stockholders.

EXPLANATORY NOTE

On July 5, 2002, The Great Atlantic & Pacific Tea Company, Inc. ("the Company") filed its Annual Report on Form 10-K for the year ended February 23, 2002. In that Form 10-K, the Company restated its financial statements for fiscal 1999, fiscal 2000 and supplementary financial information for the first three quarters of fiscal 2001 to correct accounting errors primarily related to (1) the Company's recognition of certain vendor allowances, (2) the Company's method of estimating self-insurance reserves and (3) the Company's recognition of sublet income associated with certain closed stores.

On July 31, 2002, the Company filed Amendment No. 1 to its Annual Report on Form 10-K for the year ended February 23, 2002 to correct a classification error between its United States Retail operations and its Canada Retail operations. That amended filing impacted the 2001 Annual Report to Stockholders and the Independent Auditors' Consent which were filed with the Securities and Exchange Commission as Exhibit 13 and Exhibit 23, respectively, to Form 10-K on July 5, 2002. That reclassification impacted the following sections on the Form 10-K:

- o The geographic makeup of gross margin in the sections entitled "Gross Margin" in Management's Discussion and Analysis
- o "Note 9 - Income Taxes"
- o "Note 13 - Operating Segments"

On August 22, 2002, the Company is filing this Amendment No. 2 to its Annual Report on Form 10-K for the year ended February 23, 2002 to expand the disclosures related to the restatement and provide additional disclosures of certain accounting policies. This amended filing impacted the following sections of the Form 10-K:

- o Management's Discussion and Analysis
- o "Note 1 - Summary of Significant Accounting Policies"
- o "Note 2 - Restatement of Previously Issued Financial Statements"
- o "Note 18 - Summary of Quarterly Results"

The Great Atlantic & Pacific Tea Company, Inc.

SIGNATURES

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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.

Dated: August 22, 2002

By: /s/ Brenda M. Galgano

Brenda M. Galgano, Vice President, Corporate
Controller (Chief Accounting Officer)

EXHIBIT NO. -----	DESCRIPTION -----
13	2001 Annual Report to Stockholders
23	Independent Auditors' Consent