

BURKLE RONALD W
Form SC 13G/A
June 10, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A
(Amendment No. 1)*
Under the Securities Exchange Act of 1934
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.
(Name of Issuer)
Common Stock, \$1.00 par value per share
(Title of Class of Securities)
390064103
(CUSIP Number)
February 28, 2009
(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

SCHEDULE 13G

CUSIP No. 390064103

Page 2 of 17

1 NAME OF REPORTING PERSON
Ronald W. Burkle

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

SOLE VOTING POWER
5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 shares

SHARED VOTING POWER
6
2,592,610 shares

SOLE DISPOSITIVE POWER
7
0 shares

SHARED DISPOSITIVE POWER
8
2,592,610 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,592,610 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.5%¹

TYPE OF REPORTING PERSON

12

IN

1. Percentages listed in each Row 11 hereto are based on 57,771,720 shares of Common Stock outstanding as of May 8, 2009, as set forth in the Issuer's Form 10-K for the year ended February 28, 2009, filed May 12, 2009.

SCHEDULE 13G

CUSIP No. 390064103

Page 3 of 17

1 NAME OF REPORTING PERSON
Yucaipa Corporate Initiatives Fund I, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 892,372 shares

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER
WITH 892,372 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
892,372 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.5%

TYPE OF REPORTING PERSON

12

OO

SCHEDULE 13G

CUSIP No. 390064103

Page 4 of 17

1 NAME OF REPORTING PERSON
Yucaipa Corporate Initiatives Fund I, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER

NUMBER OF 892,372 shares

SHARES SHARED VOTING POWER
6 BENEFICIALLY OWNED BY 892,372 shares

EACH SOLE DISPOSITIVE POWER
7 REPORTING PERSON 892,372 shares

WITH SHARED DISPOSITIVE POWER
8 892,372 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
892,372 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.5%

TYPE OF REPORTING PERSON

12

PN

SCHEDULE 13G

CUSIP No. 390064103

Page 5 of 17

1 NAME OF REPORTING PERSON
Yucaipa American Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,700,238 shares

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER
WITH 1,700,238 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,700,238 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.9%

TYPE OF REPORTING PERSON

12

OO

SCHEDULE 13G

CUSIP No. 390064103

Page 6 of 17

1 NAME OF REPORTING PERSON
Yucaipa American Funds, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,700,238 shares

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER
WITH 1,700,238 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,700,238 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.9%

TYPE OF REPORTING PERSON

12

OO

SCHEDULE 13G

CUSIP No. 390064103

Page 7 of 17

1 NAME OF REPORTING PERSON
Yucaipa American Alliance Fund I, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0 shares
SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
1,700,238 shares

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER
WITH 1,700,238 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,700,238 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.9%

TYPE OF REPORTING PERSON

12

OO

SCHEDULE 13G

CUSIP No. 390064103

Page 8 of 17

1 NAME OF REPORTING PERSON
Yucaipa American Alliance Fund I, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	5	SOLE VOTING POWER
NUMBER OF		850,125 shares
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	
OWNED BY		850,125 shares
EACH		SOLE DISPOSITIVE POWER
REPORTING	7	
PERSON		850,125 shares
WITH		SHARED DISPOSITIVE POWER
	8	
		850,125 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
850,125 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.5%

TYPE OF REPORTING PERSON

12

PN

SCHEDULE 13G

CUSIP No. 390064103

Page 9 of 17

1 NAME OF REPORTING PERSON
Yucaipa American Alliance (Parallel) Fund I, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	5	SOLE VOTING POWER
NUMBER OF		850,113 shares
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	
OWNED BY		850,113 shares
EACH		SOLE DISPOSITIVE POWER
REPORTING	7	
PERSON		850,113 shares
WITH		SHARED DISPOSITIVE POWER
	8	
		850,113 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
850,113 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.5%

TYPE OF REPORTING PERSON

12

PN

Item 1(a). Name of Issuer.

The Great Atlantic & Pacific Tea Company, Inc., a Maryland corporation (the Issuer).

Item 1(b). Address of Issuer's Principal Executive Offices.

Two Paragon Drive, Montvale, New Jersey 07645.

Item 2(a). Name of Persons Filing.

This Schedule 13G is filed by the following Reporting Persons : (i) Ronald W. Burkle, (ii) Yucaipa Corporate Initiatives Fund I, LLC, a Delaware limited liability company (YCI LLC), (iii) Yucaipa Corporate Initiatives Fund I, LP, a Delaware limited partnership (YCI and, together with YCI LLC, the YCI Parties), (iv) Yucaipa American Management, LLC, a Delaware limited liability company (YAM), (v) Yucaipa American Funds, LLC, a Delaware limited liability company (YAF), (vi) Yucaipa American Alliance Fund I, LLC, a Delaware limited liability company (YAAF LLC), (vii) Yucaipa American Alliance Fund I, LP, a Delaware limited partnership (YAAF), and (viii) Yucaipa American Alliance (Parallel) Fund I, LP, a Delaware limited partnership (YAAF Parallel and, together with YAM, YAF, YAAF LLC and YAAF, the YAAF Parties).

Item 2(b). Address of Principal Business Office.

Each Reporting Person's principal business office is located at c/o The Yucaipa Companies LLC, 9130 W. Sunset Boulevard, Los Angeles, California 90069.

Item 2(c). Citizenship.

Each of YCI LLC, YCI, YAM, YAF, YAAF LLC, YAAF and YAAF Parallel is organized under the laws of the state of Delaware. Mr. Burkle is a United States citizen.

Item 2(d). Title of Class of Securities.

Common stock, par value \$1.00 per share (the Common Stock), of the Issuer.

Item 2(e). CUSIP No.

390064103

Item 3. Statement is Filed Pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c).

Not applicable.

Item 4. Ownership.

See Items 5 through 9 and Item 11 of the cover pages with respect to each Reporting Person.

By virtue of the relationships among the Reporting Persons, each of the other Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock directly beneficially owned by YCI, YAAF and YAAF Parallel.

Each of the YCI Parties disclaims any ownership of the shares of Common Stock owned by the YAAF Parties, and the filing of this Statement shall not be construed as an admission that any YCI Party is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of such shares.

Each of the YAAF Parties disclaims any ownership of the shares of Common Stock owned by the YCI Parties, and the filing of this Statement shall not be construed as an admission that any YAAF Party is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of such shares.

YAAF and YAAF Parallel each disclaims any ownership of the shares of Common Stock owned by the other, and the filing of this Statement shall not be construed as an admission that either YAAF or YAAF Parallel is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of the shares of Common Stock owned by the other.

Mr. Burkle disclaims any ownership of the shares of Common Stock owned by each of the other Reporting Persons, and the filing of this Statement shall not be construed as an admission that Mr. Burkle is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of such shares.

Item 5. Ownership of Five Percent or Less of a Class.

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN 5% OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING.

Item 6. Ownership More than Five Percent on Behalf of Another Person.

Except as stated in Item 4, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock owned by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2(a).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below the undersigned certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 10, 2009

RONALD W. BURKLE

By: /s/ Ronald W. Burkle

Dated: June 10, 2009

YUCAIPA CORPORATE INITIATIVES FUND I, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle

Its: Managing Member

Dated: June 10, 2009

YUCAIPA CORPORATE INITIATIVES FUND I, LP

By: Yucaipa Corporate Initiatives Fund I, LLC

Its: General Partner

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham

Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN MANAGEMENT, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle

Its: Managing Member

Dated: June 10, 2009

YUCAIPA AMERICAN FUNDS, LLC

By: Yucaipa American Management, LLC

Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham

Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN ALLIANCE FUND I, LLC

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham
Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN ALLIANCE FUND I, LP

By: Yucaipa American Alliance Fund I, LLC
Its: General Partner

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham
Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN ALLIANCE
(PARALLEL) FUND I, LP

By: Yucaipa American Alliance Fund I, LLC
Its: General Partner

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham
Its: Vice President

EXHIBIT I
Joint Filing Agreement

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$1.00 per share, of The Great Atlantic and Pacific Tea Company, Inc., a Maryland corporation, and that this agreement may be included as an exhibit to such joint filing.

The undersigned hereby execute this joint filing agreement as of June 10, 2009.

Dated: June 10, 2009

RONALD W. BURKLE

By: /s/ Ronald W. Burkle

Dated: June 10, 2009

YUCAIPA CORPORATE INITIATIVES FUND I, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle

Its: Managing Member

Dated: June 10, 2009

YUCAIPA CORPORATE INITIATIVES FUND I, LP

By: Yucaipa Corporate Initiatives Fund I, LLC

Its: General Partner

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham

Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN MANAGEMENT, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle

Its: Managing Member

Dated: June 10, 2009

YUCAIPA AMERICAN FUNDS, LLC

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham
Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN ALLIANCE FUND I, LLC

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham
Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN ALLIANCE FUND I, LP

By: Yucaipa American Alliance Fund I, LLC
Its: General Partner

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham
Its: Vice President

Dated: June 10, 2009

YUCAIPA AMERICAN ALLIANCE
(PARALLEL) FUND I, LP

By: Yucaipa American Alliance Fund I, LLC
Its: General Partner

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Robert P. Bermingham

Name: Robert P. Bermingham
Its: Vice President