

GREAT ATLANTIC & PACIFIC TEA CO INC
Form SC 13D/A
February 10, 2011

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 47)*

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.
(Name of Issuer)

COMMON STOCK, Par Value \$1 Per Share
(Title of Class of Securities)

390064 10 3

(CUSIP Number)

John D. Barline, Esq.

Williams, Kastner & Gibbs, LLP
1301 A Street, Suite 900
Tacoma, Washington 98402
(253) 552-4081
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:
Sarkis Jebejian, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza

825 Eighth Avenue
New York, NY 10019
(212) 474-1000

February 4, 2011

(Date of Event which Requires Filing of this Statement)

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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*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).

CUSIP

No. 390064
10 3

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Tengelmann Warenhandelsgesellschaft KG
51-0235841

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) (b)
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

Federal Republic of Germany

7 SOLE VOTING POWER

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

35,785,764A

SOLE DISPOSITIVE POWER

9 SHARED DISPOSITIVE POWER

10

35,785,764A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,785,764A

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

x
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

54.3%B

14 TYPE OF REPORTING PERSON (See Instructions)

PN

AINCLUSIVE OF 1,290,393 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) HELD BY ECP (AS DEFINED IN ITEM 2 BELOW) AND 12,000,000 SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN (AS DEFINED IN ITEM 2 BELOW) UPON THE CONVERSION OF 60,000 SHARES OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW AND DESCRIBED IN ITEM 6 BELOW), WHICH SHARES OF THE SERIES A-T PREFERRED STOCK ENTITLE TENGELMANN TO VOTE WITH THE HOLDERS OF THE COMMON STOCK (AS DESCRIBED IN ITEM 5 BELOW) AND ARE CONVERTIBLE INTO SHARES OF THE COMMON STOCK. THE BENEFICIAL OWNERSHIP OF 1,290,393 SHARES OF THE COMMON STOCK HELD BY ECP IS BEING REPORTED HEREUNDER BECAUSE TENGELMANN MAY BE DEEMED TO HAVE BENEFICIAL OWNERSHIP OF ANY SHARES WHICH ECP BENEFICIALLY OWNS. PURSUANT TO RULE 13D-4, NEITHER THE FILING OF THIS AMENDMENT NOR ANY OF ITS CONTENT SHALL BE DEEMED TO CONSTITUTE AN ADMISSION BY TENGELMANN THAT IT IS THE BENEFICIAL OWNER OF ANY OF THE COMMON STOCK BENEFICIALLY OWNED BY ECP FOR PURPOSES OF SECTION 13(D) OF THE EXCHANGE ACT OR FOR ANY OTHER PURPOSE, AND SUCH BENEFICIAL OWNERSHIP IS EXPRESSLY DISCLAIMED.

BBASED ON THE 53,852,470 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) ACTUALLY OUTSTANDING AS OF JANUARY 7, 2011 ACCORDING TO THE QUARTERLY REPORT ON FORM 10-Q FILED BY THE COMPANY (AS DEFINED IN ITEM 1 BELOW) ON JANUARY 13, 2011, PLUS THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN (AS DEFINED IN ITEM 2 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-T PREFERRED STOCK. HOWEVER, IF THE NUMBER OF OUTSTANDING SHARES WAS FURTHER ADJUSTED TO ALSO INCLUDE THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO YUCAIPA (AS DEFINED IN ITEM 5 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-Y PREFERRED STOCK (AS DEFINED IN ITEM 5 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-Y PREFERRED STOCK, THEN THE PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) WOULD BE APPROXIMATELY 40.3%.

CUSIP

No. 390064
10 3

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tengelmannn Verwaltungs-und Beteiligungs GmbH

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)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

7 SOLE VOTING POWER

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

35,785,764A

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,785,764A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,785,764A

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

x
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

54.3%B

14 TYPE OF REPORTING PERSON (See Instructions)

CO

AINCLUSIVE OF 22,495,371 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) HELD BY TENGELMANN (AS DEFINED IN ITEM 2 BELOW), 1,290,393 SHARES OF THE COMMON STOCK HELD BY ECP (AS DEFINED IN ITEM 2 BELOW) AND 12,000,000 SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN UPON THE CONVERSION OF 60,000 SHARES OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW AND DESCRIBED IN ITEM 6 BELOW), WHICH SHARES OF THE SERIES A-T PREFERRED STOCK ENTITLE TENGELMANN TO VOTE WITH THE HOLDERS OF THE COMMON STOCK (AS DESCRIBED IN ITEM 5 BELOW) AND ARE CONVERTIBLE INTO SHARES OF THE COMMON STOCK. THE BENEFICIAL OWNERSHIP OF 1,290,393 SHARES OF THE COMMON STOCK HELD BY ECP IS BEING REPORTED HEREUNDER BECAUSE TVB (AS DEFINED IN ITEM 2 BELOW) MAY BE DEEMED TO HAVE BENEFICIAL OWNERSHIP OF ANY SHARES WHICH ECP BENEFICIALLY OWNS. PURSUANT TO RULE 13D-4, NEITHER THE FILING OF THIS AMENDMENT NOR ANY OF ITS CONTENT SHALL BE DEEMED TO CONSTITUTE AN ADMISSION BY TVB THAT IT IS THE BENEFICIAL OWNER OF ANY OF THE COMMON STOCK BENEFICIALLY OWNED BY ECP FOR PURPOSES OF SECTION 13(D) OF THE EXCHANGE ACT OR FOR ANY OTHER PURPOSE, AND SUCH BENEFICIAL OWNERSHIP IS EXPRESSLY DISCLAIMED.

B BASED ON THE 53,852,470 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) ACTUALLY OUTSTANDING AS OF JANUARY 7, 2011 ACCORDING TO THE QUARTERLY REPORT ON FORM 10-Q FILED BY THE COMPANY (AS DEFINED IN ITEM 1 BELOW) ON JANUARY 13, 2011, PLUS THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN (AS DEFINED IN ITEM 2 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-T PREFERRED STOCK. HOWEVER, IF THE NUMBER OF OUTSTANDING SHARES WAS FURTHER ADJUSTED TO ALSO INCLUDE THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO YUCAIPA (AS DEFINED IN ITEM 5 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-Y PREFERRED STOCK (AS DEFINED IN ITEM 5 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-Y PREFERRED STOCK, THEN THE PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) WOULD BE APPROXIMATELY 40.3%.

CUSIP

No. 390064
10 3

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Emil Capital Partners, 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

7 SOLE VOTING POWER

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

1,290,393

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

1,290,393

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,290,393

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)

2.0%A

14 TYPE OF REPORTING PERSON (See Instructions)

CO

ABASED ON THE 53,852,470 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) ACTUALLY OUTSTANDING AS OF JANUARY 7, 2011 ACCORDING TO THE QUARTERLY REPORT ON FORM 10-Q FILED BY THE COMPANY (AS DEFINED IN ITEM 1 BELOW) ON JANUARY 13, 2011, PLUS THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN (AS DEFINED IN ITEM 2 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-T PREFERRED STOCK. HOWEVER, IF THE NUMBER OF OUTSTANDING SHARES WAS FURTHER ADJUSTED TO ALSO INCLUDE THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO YUCAIPA (AS DEFINED IN ITEM 5 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-Y PREFERRED STOCK (AS DEFINED IN ITEM 5 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-Y PREFERRED STOCK, THEN THE PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) WOULD BE APPROXIMATELY 1.5%.

4

CUSIP

No. 390064
10 3

NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1
Christian Wilhelm Erich Haub
###-##-####

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2
(a) (b)
SEC USE ONLY

3
SOURCE OF FUNDS (See Instructions)

4
AF and PF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
5 2(d) OR 2(e)

6
CITIZENSHIP OR PLACE OF ORGANIZATION

United States and Federal Republic of Germany

SOLE VOTING POWER

7
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

613,071A

SHARED VOTING POWER

35,785,764B

SOLE DISPOSITIVE POWER

613,071A

SHARED DISPOSITIVE POWER

35,785,764B

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11
36,398,835A, B

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
12 Instructions)

x
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
55.3%C

TYPE OF REPORTING PERSON (See Instructions)

14

IN

A INCLUSIVE OF OPTIONS TO PURCHASE 292,426 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW).

B INCLUSIVE OF 22,495,371 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) HELD BY TENGELMANN (AS DEFINED IN ITEM 2 BELOW), 1,290,393 SHARES OF THE COMMON STOCK HELD BY ECP (AS DEFINED IN ITEM 2 BELOW) AND 12,000,000 SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN UPON THE CONVERSION OF 60,000 SHARES OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW AND DESCRIBED IN ITEM 6 BELOW), WHICH SHARES OF THE SERIES A-T PREFERRED STOCK ENTITLE TENGELMANN TO VOTE WITH THE HOLDERS OF THE COMMON STOCK (AS DESCRIBED IN ITEM 5 BELOW) AND ARE CONVERTIBLE INTO SHARES OF THE COMMON STOCK, BUT EXCLUSIVE OF 500 SHARES OF THE COMMON STOCK HELD BY THE WIFE OF CH (AS DEFINED IN ITEM 2 BELOW) IN RESPECT OF WHICH CH DISCLAIMS ANY POWER TO VOTE, OR TO DIRECT VOTING, AND ANY POWER TO DISPOSE, OR TO DIRECT DISPOSITION. THE BENEFICIAL OWNERSHIP OF 1,290,393 SHARES OF THE COMMON STOCK HELD BY ECP IS BEING REPORTED HEREUNDER BECAUSE CH MAY BE DEEMED TO HAVE BENEFICIAL OWNERSHIP OF ANY SHARES WHICH ECP BENEFICIALLY OWNS. PURSUANT TO RULE 13D-4, NEITHER THE FILING OF THIS AMENDMENT NOR ANY OF ITS CONTENT SHALL BE DEEMED TO CONSTITUTE AN ADMISSION BY CH THAT HE IS THE BENEFICIAL OWNER OF ANY OF THE COMMON STOCK BENEFICIALLY OWNED BY ECP FOR PURPOSES OF SECTION 13(D) OF THE EXCHANGE ACT OR FOR ANY OTHER PURPOSE, AND SUCH BENEFICIAL OWNERSHIP IS EXPRESSLY DISCLAIMED.

C BASED ON THE 53,852,470 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) ACTUALLY OUTSTANDING AS OF JANUARY 7, 2011 ACCORDING TO THE QUARTERLY REPORT ON FORM 10-Q FILED BY THE COMPANY (AS DEFINED IN ITEM 1 BELOW) ON JANUARY 13, 2011, PLUS THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN (AS DEFINED IN ITEM 2 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-T PREFERRED STOCK. HOWEVER, IF THE NUMBER OF OUTSTANDING SHARES WAS FURTHER ADJUSTED TO ALSO INCLUDE THE NUMBER OF SHARES OF THE COMMON STOCK ISSUABLE TO YUCAIPA (AS DEFINED IN ITEM 5 BELOW) WITHIN 60 DAYS HEREOF UPON CONVERSION OF THE SERIES A-Y PREFERRED STOCK (AS DEFINED IN ITEM 5 BELOW), BASED ON THE INITIAL CONVERSION RATE OF THE SERIES A-Y PREFERRED STOCK, THEN THE PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) WOULD BE APPROXIMATELY 41.0%.

5

CUSIP

No. 390064
10 3

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Karl-Erivan Warder Haub

###-##-####

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

5

2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States and Federal Republic of Germany

SOLE VOTING POWER

7

NUMBER OF
SHARES

13,000

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY
EACH

35,785,764A

REPORTING
PERSON

9

SOLE DISPOSITIVE POWER

WITH

13,000

10

SHARED DISPOSITIVE POWER

35,785,764A

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

35,785,764A

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

x

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

54.4%B

TYPE OF REPORTING PERSON (See Instructions)

14

IN

AINCLUSIVE OF 22,495,371 SHARES OF THE COMMON STOCK (AS DEFINED IN ITEM 1 BELOW) HELD BY TENGELMANN (AS DEFINED IN ITEM 2 BELOW), 1,290,393 SHARES OF THE COMMON STOCK HELD BY ECP (AS DEFINED IN ITEM 2 BELOW) AND 12,000,000 SHARES OF THE COMMON STOCK ISSUABLE TO TENGELMANN UPON THE CONVERSION OF 60,000 SHARES OF THE SERIES A-T PREFERRED STOCK (AS DEFINED IN ITEM 1 BELOW AND DESCRIBED IN ITEM 6 BELOW), WHICH SHARES OF THE SERIES A-T PREFERRED STOCK ENTITLE TENGELMANN TO VOTE WITH THE HOLDERS OF THE COMMON STOCK (AS DESCRIBED IN ITEM 5 BELOW) AND ARE CONVERTIBLE INTO SHARES OF THE COMMON STOCK. THE BENEFICIAL OWNERSHIP OF 1,290,393 SHARES OF THE COMMON STOCK HELD BY ECP IS BEING REPORTED HEREUNDER BECAUSE KEH (AS DEFINED IN ITEM 2 BELOW) MAY BE DEEMED TO HAVE BENEFICIAL OWNERSHIP OF ANY SHARES WHICH ECP BENEFICIALLY OWNS. PURSUANT TO RULE 13D-4, NEITHER THE FILING OF THIS AMENDMENT NOR ANY OF ITS CONTENT SHALL BE DEEMED TO CONSTITUTE AN ADMISSION BY KEH THAT HE IS THE BENEFICIAL OWNER OF ANY OF THE COMMON STOCK BENEFICIALLY OWNED BY ECP FOR PURPOSES OF SECTION 13(D) OF THE EXCHANGE ACT OR FOR ANY OTHER PURPOSE, AND SUCH BENEFICIAL OWNERSHIP IS EXPRESSLY DISCLAIMED.