

RITE AID CORP  
Form S-8 POS  
June 14, 2011

As filed with the Securities and Exchange Commission on June 14, 2011

Registration No. 333-105662

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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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Rite Aid Corporation

(Exact Name of Registrant as Specified in Its Charter)

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Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

23-1614034  
(I.R.S. Employer  
Identification No.)

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30 Hunter Lane  
Camp Hill, Pennsylvania 17011  
(717) 761-2633  
(Address of Principal Executive Offices)

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Rite Aid Services, L.L.C. 401(k) Plan  
Rite Aid 401(k) Distribution Employees Savings Plan  
The Rite Aid 401(k) Plan

(Full Titles of the Plans)

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Marc A. Strassler, Esq.  
Executive Vice President and General Counsel

Copies to:  
Stacy J. Kanter, Esq.  
Michael J. Zeidel, Esq.

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Rite Aid Corporation  
30 Hunter Lane  
Camp Hill, Pennsylvania 17011  
(717) 761-2633

Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
(212) 735-3000

(Name, Address and Telephone Number, Including  
Area Code, of Agent for Service)

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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  (Do not check if a smaller reporting company)  Smaller reporting company

DEREGISTRATION OF SECURITIES

Rite Aid Corporation, a Delaware corporation (“Rite Aid”), is filing this Post-Effective Amendment No. 1 (this “Post-Effective Amendment”) to deregister certain securities originally registered by Registration Statement on Form S-8 (File No. 333-105662) (the “Registration Statement”). The Registration Statement registered 8,060,000 shares of common stock, par value \$1.00 per share (the “Common Stock”), that may be issued and sold under the Rite Aid Services, L.L.C. 401(k) Plan, the Rite Aid 401(k) Distribution Employees Savings Plan, and The Rite Aid 401(k) Plan (collectively, the “Plans”), and interests in the Plans to be offered or sold pursuant to the Plans.

In November 2010, all of the shares of Common Stock in the Plans were liquidated and no new shares of Common Stock have been issued under the Plans. This Post-Effective Amendment terminates the offering of all securities pursuant to the Registration Statement.

Concurrently with the filing of this Post-Effective Amendment, Rite Aid has filed a Certification and Notice of Termination of Registration under Section 12(h) of the Securities Exchange Act, as amended (the “Exchange Act”), to terminate the reporting obligations of the Plans under the Exchange Act.

The offering contemplated by this Registration Statement has been terminated. Pursuant to the undertakings contained in Part II of the Registration Statement, Rite Aid is removing from registration, by means of this Post-Effective Amendment, all securities registered under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on June 14, 2011.

RITE AID CORPORATION

By: /s/ MARC. A. STRASSLER  
Marc A. Strassler  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated on June 14, 2011

| Signature                                              | Title                                                                                                                         |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| /s/ JOHN T. STANDLEY<br>John T. Standley               | President, Chief Executive Officer and Director<br>(principal executive officer)                                              |
| /s/ MARY F. SAMMONS<br>Mary F. Sammons                 | Chairman of the Board                                                                                                         |
| /s/ FRANK G. VITRANO<br>Frank G. Vitrano               | Chief Financial Officer, Chief Administrative Officer<br>and Senior Executive Vice President (principal financial<br>officer) |
| /s/ DOUGLAS E. DONLEY<br>Douglas E. Donley             | Chief Accounting Officer and Senior Vice President<br>(principal accounting officer)                                          |
| /s/ JOSEPH B. ANDERSON, JR.<br>Joseph B. Anderson, Jr. | Director                                                                                                                      |
| /s/ JOHN M. BAUMER<br>John M. Baumer                   | Director                                                                                                                      |
| /s/ ANDRE BELZILE<br>Andre Belzile                     | Director                                                                                                                      |
| /s/ FRANCOIS J. COUTU<br>Francois J. Coutu             | Director                                                                                                                      |
| /s/ MICHEL COUTU                                       | Director                                                                                                                      |

Michel Coutu

/s/ JAMES L. DONALD      Director  
James L. Donald

/s/ DAVID R. JESSICK      Director  
David R. Jessick

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| Signature                                | Title    |
|------------------------------------------|----------|
| /s/ ROBERT G. MILLER<br>Robert G. Miller | Director |
| /s/ MICHAEL N. REGAN<br>Michael N. Regan | Director |
| /s/ PHILIP G. SATRE<br>Philip G. Satre   | Director |
| /s/ MARCY SYMS<br>Marcy Syms             | Director |
| /s/ DENNIS WOOD<br>Dennis Wood           | Director |

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on June 14, 2011.

THE RITE AID 401(k) PLAN

By: /s/ KENNETH BLACK  
Kenneth Black, not in his individual capacity,  
but solely as an authorized signatory for the  
Employee Benefits Administration Committee

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on June 14, 2011.

RITE AID 401(k) DISTRIBUTION EMPLOYEES SAVINGS  
PLAN

By: /s/ KENNETH BLACK  
Kenneth Black, not in his individual capacity,  
but solely as an authorized signatory for the  
Employee Benefits Administration Committee

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on June 14, 2011.

RITE AID SERVICES, L.L.C. 401(k) PLAN

By: /s/ KENNETH BLACK  
Kenneth Black, not in his individual capacity,  
but solely as an authorized signatory for the  
Employee Benefits Administration Committee