

BURKLE RONALD W
Form SC 13G
December 13, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
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)
December 3, 2007
(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).

CUSIP No. 390064103

SCHEDULE 13G

Page 2 of 17

NAMES OF REPORTING PERSONS

1

Ronald W. Burkle

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 0 shares

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

2,592,610 shares

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0 shares

SHARED DISPOSITIVE POWER

WITH: 8

2,592,610 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,592,610 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ Percentages listed in each Row 11 hereto are based on 48,750,850 shares of Common Stock outstanding as of December 5, 2007, as set forth in the Issuer's Registration Statement on Form S-3, filed December 7, 2007.

CUSIP No. 390064103

SCHEDULE 13G

Page 3 of 17

NAMES OF REPORTING PERSONS

1 Yucaipa Corporate Initiatives Fund I, LLC
Tax I.D. No. 95-4859733

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER

NUMBER OF 0 shares

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

EACH SOLE DISPOSITIVE POWER
REPORTING **7**
PERSON 0 shares

WITH: SHARED DISPOSITIVE POWER
8
892,372 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,372 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 390064103

SCHEDULE 13G

Page 4 of 17

NAMES OF REPORTING PERSONS

1 Yucaipa Corporate Initiatives Fund I, LP
Tax I.D. No. 95-4872485

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 892,372 shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 892,372 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 892,372 shares

SHARED DISPOSITIVE POWER

8

WITH: 892,372 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

892,372 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 390064103

SCHEDULE 13G

Page 5 of 17

NAMES OF REPORTING PERSONS

1 Yucaipa American Management, LLC
Tax I.D. No. 30-0013506

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 0 shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,700,238 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0 shares

SHARED DISPOSITIVE POWER

8

WITH: 1,700,238 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,700,238 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 390064103

SCHEDULE 13G

Page 6 of 17

NAMES OF REPORTING PERSONS

1
Yucaipa American Funds, LLC
Tax I.D. No. 30-0013485

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 0 shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,700,238 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0 shares

SHARED DISPOSITIVE POWER

8

WITH: 1,700,238 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,700,238 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 390064103

SCHEDULE 13G

Page 7 of 17

NAMES OF REPORTING PERSONS

1 Yucaipa American Alliance Fund I, LLC
Tax I.D. No. 04-3626977

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 0 shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,700,238 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0 shares

SHARED DISPOSITIVE POWER

8

WITH: 1,700,238 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,700,238 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 390064103

SCHEDULE 13G

Page 8 of 17

NAMES OF REPORTING PERSONS

1 Yucaipa American Alliance Fund I, LP
Tax I.D. No. 04-3626968

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 850,125 shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 850,125 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 850,125 shares

SHARED DISPOSITIVE POWER

8

WITH: 850,125 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

850,125 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 390064103

SCHEDULE 13G

Page 9 of 17

NAMES OF REPORTING PERSONS

1 Yucaipa American Alliance (Parallel) Fund I, LP
Tax I.D. No. 61-1484225

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 850,113 shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 850,113 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 850,113 shares

SHARED DISPOSITIVE POWER

8

WITH: 850,113 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

850,113 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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 or 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 are 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 5 Percent or Less of a Class.

Not applicable.

Item 6. Ownership More than 5 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: December 13, 2007

RONALD W. BURKLE

By: /s/ Ronald W. Burkle

Dated: December 13, 2007

YUCAIPA CORPORATE INITIATIVES FUND I, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle
Its: Managing Member

Dated: December 13, 2007

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: December 13, 2007

YUCAIPA AMERICAN MANAGEMENT, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle
Its: Managing Member

Dated: December 13, 2007

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: December 13, 2007

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: December 13, 2007

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: December 13, 2007

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 & 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 December 13, 2007.

Dated: December 13, 2007 RONALD W. BURKLE

By: /s/ Ronald W. Burkle

Dated: December 13, 2007 YUCAIPA CORPORATE INITIATIVES FUND I, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle
Its: Managing Member

Dated: December 13, 2007 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: December 13, 2007 YUCAIPA AMERICAN MANAGEMENT, LLC

By: /s/ Ronald W. Burkle

Name: Ronald W. Burkle
Its: Managing Member

Dated: December 13, 2007

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: December 13, 2007

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: December 13, 2007

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: December 13, 2007

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