

RITE AID CORP  
Form 8-K  
December 16, 2009

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):  
December 16, 2009 (December 10, 2009)

Rite Aid Corporation  
(Exact name of registrant as specified in its charter)

|   |                                    |   |
|---|------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 1-5742<br>(Commission File Number) | 23-1614034<br>(IRS Employer<br>Identification Number) |
|---|------------------------------------|---|

30 Hunter Lane, Camp Hill, Pennsylvania 17011  
(Address of principal executive offices, including zip code)

(717) 761-2633  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On December 10, 2009, the Company entered into a Fourth Amendment (the “Fourth Amendment”) to its Supply Agreement dated December 22, 2003, as amended by the First Amendment to the Supply Agreement dated December 8, 2007; the Second Amendment to the Supply Agreement dated November 7, 2008; and the Third Amendment to the Supply Agreement dated February 1, 2009 (collectively the “Agreement”) with McKesson Corporation (“McKesson”) for the supply by McKesson to the Company of prescription drugs and other health and beauty care products and the provision of services related thereto by McKesson to the Company.

The Agreement requires the Company to purchase from McKesson, subject to certain exceptions, all of the Company’s requirements for brand name prescription drugs, as well as some generic prescription drugs, for Company purchases for warehouse delivery. The Agreement also requires the Company to purchase from McKesson, subject to certain exceptions, all of the Company’s requirements for prescription drugs for Company purchases for direct store delivery, i.e., that are not supplied to the Company’s stores from the Company’s warehouses.

Pursuant to the Fourth Amendment, the Agreement has been renewed for an additional term commencing on November 1, 2009 and ending on April 1, 2013. Pricing of prescription drugs under the Agreement, as amended by the Fourth Amendment, continues to be generally based on published wholesale acquisition cost, less certain discounts, rebates and other adjustments that vary with the type of products being purchased and services provided.

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SIGNATURES

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 hereunto duly authorized.

Date: December 16, 2009

By: /s/ Marc A. Strassler

Name: Marc A. Strassler  
Title: Executive Vice President,  
General Counsel and Secretary