

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

GREAT ATLANTIC & PACIFIC TEA CO INC

CIK: **43300** | IRS No.: **131890974** | State of Incorporation: **MD** | Fiscal Year End: **0228**
Type: **S-8** | Act: **33** | File No.: **033-54863** | Film No.: **94541290**
SIC: **5411** Grocery stores

Mailing Address
2 PARAGON DRIVE
MONTVALE NJ 07645

Business Address
2 PARAGON DR
MONTVALE NJ 07645
2015739700

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8
Registration Statement
Under
The Securities Act of 1933

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction
of incorporation or
organization)

13-1890974
(I.R.S. employer
identification
number)

2 Paragon Drive, Montvale, New Jersey
(Address of principal executive offices)

07645
(Zip Code)

1994 STOCK OPTION PLAN
AND
1994 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS
(Full title of the plans)

ROBERT G. ULRICH, ESQ.
Senior Vice President and General Counsel
The Great Atlantic & Pacific Tea Company, Inc.
2 Paragon Drive
Montvale, New Jersey 07645
(Name and address of agent for service)

(201)573-9700
(Telephone number, including area code, of agent for service)

Copy to:

KENNETH W. ORCE, ESQ.
Cahill Gordon & Reindel
80 Pine Street
New York, New York 10005
(212) 701-3000

<TABLE>

CALCULATION OF REGISTRATION FEE

<CAPTION>

| Title of Each Class of Securities to be Registered <S> | Amount to be Registered <C> | Proposed Maximum Offering Price Per Share(1) <C> | Proposed Maximum Aggregate Offering Price(1) <C> | Amount of Registration Fee <C> |
|---|-------------------------------------|---|---|-----------------------------------|
| Common Stock, par value \$1.00 per share..... | 1,500,000 shares and 100,000 shares | \$20.25 | \$32,400,000 | \$11,172.41 |

(1) Estimated solely for purposes of calculating the registration fee and computed pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the market value of the Registrant's Common Stock. The market value of the Registrant's Common Stock was computed by taking the average of the high and low sale prices reported for the Common Stock on the New York Stock Exchange on July 27, 1994.

</TABLE>

PART I

INFORMATION REQUIRED
IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the registration statement in accordance with Rule 428 under the Securities Act of 1933 and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED
IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which are on file with the Securities and Exchange Commission (File No. 1-4141), are incorporated in this registration statement by reference as of their respective dates and made a part hereof:

(a) the Company's Annual Report on Form 10-K for the year ended February 26, 1994; and

(b) the description of the Company's Common Stock contained in the Company's Registration Statement on Form S-8 dated July 27, 1984, including any further amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part thereof from the date of filing of such documents.

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Item 4. Description of Securities.

The description of the Company's Common stock to be offered pursuant to this Registration Statement have been incorporated by reference into this Registration Statement. See "Incorporation of Documents by Reference".

Item 5. Interests of Named Experts and Counsel.

The Company's consolidated financial statements and the related supplemental schedules, incorporated herein by reference to the Company's Annual Report on Form 10-K, have been audited by Deloitte & Touche, independent auditors, as stated in their reports incorporated by reference in this Registration Statement, given on the authority of said firm as experts in accounting and auditing.

Item 6. Indemnification of Directors and Officers.

The Maryland General Corporation Law and the Articles of Restatement of the Certificate of Incorporation of The Great

Atlantic & Pacific Tea Company, Inc. (the "Charter") provide for indemnification of directors and officers for liabilities and expenses incurred in defending actions brought against them in such capacities. The Company's Charter provides that the Company shall indemnify directors of the Company to the maximum extent now or hereafter permitted by law, and officers, employees and agents of the Company to the extent required by law and may, as authorized hereafter by the Board of Directors, provide further indemnification to officers, employees and agents of the Company to the maximum extent now or hereafter permitted by law.

The Company maintains directors' and officers' liability insurance covering all directors and officers of the Company against claims arising out of the performance of their duties.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 5.1 -Consent and Opinion of Cahill Gordon & Reindel regarding legality of securities being registered
- 10.1 -1994 Stock Option Plan (previously filed as Exhibit A to the Proxy Statement dated May 26, 1994)
- 10.2 -1994 Stock Option Plan for Non-Employee Directors (previously filed as Exhibit B to the Proxy Statement dated May 26, 1994)
- 23.1 -Consent of Deloitte & Touche, Independent Public Accountants

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- 23.2 -Consent of Cahill Gordon & Reindel - contained in the opinion filed as Exhibit 5.1

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement

(or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is a Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 of section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities

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Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the

Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Montvale, New Jersey, on the 2nd day of August, 1994.

THE GREAT ATLANTIC & PACIFIC TEA
COMPANY, INC.
(Registrant)

By /s/
James Wood
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------|---|----------------|
| /s/ James Wood | Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | August 2, 1994 |
| /s/ Rosemarie Baumeister | Director | August 2, 1994 |

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| Signature | Title | Date |
|---------------------|---|----------------|
| /s/ Fred Corrado | Director, Vice Chairman of the Board, Chief Financial Officer and Treasurer (Principal Financial Officer) | August 2, 1994 |

| | | |
|-----------------------------------|--|----------------|
| /s/ Christopher F. Edley | Director | August 2, 1994 |
| /s/ Christian W.E. Haub | Director, President and Chief Operating Officer | August 2, 1994 |
| /s/ Helga Haub | Director | August 2, 1994 |
| /s/ Barbara Barnes Hauptfuhrer | Director | August 2, 1994 |
| /s/ Paul C. Nagel, Jr. | Director | August 2, 1994 |
| /s/ Eckart C. Siess | Director | August 2, 1994 |
| /s/ Fritz Teelen | Director | August 2, 1994 |
| /s/ R.L. "Sam" Wetzel | Director | August 2, 1994 |

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Signature

Title

Date

| | | |
|-------------------------|---|----------------|
| /s/ Kenneth A. Uhl | Vice President, Controller (Principal Accounting Officer) | August 2, 1994 |
| /s/ Robert G. Ulrich | Senior Vice President, and General Counsel | August 2, 1994 |

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|---|
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- as Exhibit A to the Proxy Statement dated
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to the Proxy Statement dated May 26, 1994)
 - 23.1 -Consent of Deloitte & Touche, Indepen-
dent Public Accountants
 - 23.2 -Consent of Cahill Gordon & Reindel -
contained in the opinion filed as
Exhibit 5.1

Cahill Gordon & Reindel
80 Pine Street
New York, New York 10005
(212) 701-3000

August 2, 1994

The Great Atlantic & Pacific
Tea Company, Inc.
2 Paragon Drive
Montvale, New Jersey 07645

Ladies and Gentlemen:

We have acted as counsel to The Great Atlantic & Pacific Tea Company, Inc., a Maryland corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to up to 1,500,000 shares of Common Stock, par value \$1.00 per share (the "Common Stock"), of the Company to be issued upon the exercise of options granted or to be granted under the Company's 1994 Stock Option Plan and up to 100,000 shares of Common Stock to be issued upon the exercise of options granted or to be granted under the Company's 1994 Stock Option Plan for Non-Employee Directors.

We wish to advise you that in our opinion the shares of Common Stock covered by the aforesaid Registration Statement, when issued pursuant to the 1994 Stock Option Plan and 1994 Stock Option Plan for Non-Employee Directors (assuming that the option price for which such shares will be issued will in every case be not less than the par value of such shares), will be legally issued, fully paid and nonassessable and no personal liability will be attached to the ownership thereof.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the aforesaid Registration Statement.

Very truly yours,

Deloitte & Touche
Two Hilton Court
P.O. Box 319
Parsippany, New Jersey 07054

INDEPENDENT AUDITORS' CONSENT

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.

We consent to the incorporation by reference in this Registration Statement of The Great Atlantic & Pacific Tea Company, Inc., on Form S-8 of our reports dated April 28, 1994, appearing in and incorporated by reference in the Annual Report on Form 10-K of The Great Atlantic & Pacific Tea Company, Inc. for the year ended February 26, 1994 and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche

August 1, 1994