

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1996-02-08**  
SEC Accession No. **0000909518-96-000025**

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### SUBJECT COMPANY

#### **EAGLE FOOD CENTERS INC**

CIK: **30908** | IRS No.: **363548019** | State of Incorporation: **DE** | Fiscal Year End: **0131**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-40813** | Film No.: **96513290**  
SIC: **5411** Grocery stores

Mailing Address  
*PO BOX 6700  
ROCK ISLAND IL 61204-6700*

Business Address  
*RTE 67 KNOXVILLE RD  
MILAN IL 61264  
3097877730*

### FILED BY

#### **ODYSSEY PARTNERS LP**

CIK: **709936** | IRS No.: **135614745** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A**

Mailing Address  
*31 WEST 52ND STREET  
NEW YORK NY 10019*

Business Address  
*31 WEST 52ND STREET  
NEW YORK NY 10019  
4142411810*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13D-1 AND 13D-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

-----  
(Amendment No. 4) \*

Eagle Food Centers, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.01 Per  
Share

269514-10-5

-----  
(Title of class of securities)

-----  
(CUSIP number)

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Check the following box if a fee is being paid with this statement .

(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

\*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 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. 269514-10-5 13G Page 2 of 5

1 NAME OF REPORTING PERSON: Odyssey Partners, L.P.  
S.S. OR I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER:	5,754,835 (See Item 4)
	6	SHARED VOTING POWER:	0
	7	SOLE DISPOSITIVE POWER:	5,754,835 (See Item 4)
	8	SHARED DISPOSITIVE POWER:	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 5,754,835 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 51.5%

12 TYPE OF REPORTING PERSON: PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

ITEM 1 (A) - NAME OF ISSUER.

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Eagle Food Centers, Inc.

ITEM 1 (B) - ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.  
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Route 67 & Knoxville Road  
Milan, IL 61264

ITEM 2 (A) - NAME OF PERSON FILING.  
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Odyssey Partners, L.P.

ITEM 2 (B) - ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
-----  
RESIDENCE.  
-----

Principal Business Office:  
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31 West 52nd Street  
New York, NY 10019

ITEM 2 (C) - CITIZENSHIP.  
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A Delaware limited partnership

ITEM 2 (D) - TITLE OF CLASS OF SECURITIES.  
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Common Stock, par value \$.01 per share

ITEM 2 (E) - CUSIP NO.  
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269514-10-5

ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D - 1(B) OR  
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13D - 2(B), CHECK WHETHER THE PERSON FILING IS A:  
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Not Applicable

ITEM 4 - OWNERSHIP. \*

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(a) - Amount Beneficially Owned:

5,754,835 shares

(b) - Percent of Class:

51.5%

(c) - Number of Shares as to Which Such Person Has:

(i) Sole power to vote or to direct the vote:  
5,754,835 shares

(ii) Shared power to vote or to direct the vote:  
-0-

(iii) Sole power to dispose or to direct the disposition  
of:  
5,754,835 shares

(iv) Shared power to dispose or to direct the disposition  
of:  
-0-

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
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Not Applicable

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER  
-----  
PERSON.  
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The reporting person has granted certain persons the right to receive dividends from, and the right to receive the proceeds from the sale of, the shares of common stock of the issuer beneficially owned by the reporting person.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH  
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ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
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Not Applicable

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\* The number of shares reflected herein as beneficially owned by the reporting person has been adjusted to correct an inaccuracy contained in the reporting person's prior filings. No additional shares have been acquired by the reporting person since the date of the reporting person's filing of its Amendment No. 3 to its Schedule 13G with respect to the issuer.

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ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
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Not Applicable

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP.  
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Not Applicable

ITEM 10 - CERTIFICATION.  
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Not Applicable

Signature  
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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 5, 1996

ODYSSEY PARTNERS, L.P.

By: /s/ Jack Nash  
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Jack Nash  
A General Partner

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