

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: **1994-02-10**
SEC Accession No. **0000909518-94-000021**

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SUBJECT COMPANY

EAGLE FOOD CENTERS INC

CIK: **30908** | IRS No.: **363548019** | State of Incorp.: **DE** | Fiscal Year End: **0131**
Type: **SC 13G/A** | Act: **34** | File No.: **005-40813** | Film No.: **94505871**
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** | State of Incorp.: **NY** | 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
212-708-0651*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

(Amendment No. 3)

Eagle Food Centers, Inc.

(Name of Issuer)

Common Stock (\$.01 Par Value

269514-10-5

(Title of class of securities)

(CUSIP number)

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

(A fee is not required only if the reporting 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.)

CUSIP No. 269514-10-5

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1 NAME OF REPORTING PERSON: ODYSSEY PARTNERS, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 13-5614745
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 5 SOLE VOTING POWER: 5,457,820
SHARES

BENEFICIALLY 6 SHARED VOTING POWER: NONE
OWNED BY

EACH 7 SOLE DISPOSITIVE POWER: 5,457,820

REPORTING
PERSON WITH 8 SHARED DISPOSITIVE POWER: NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 5,457,820

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 52.1%

12 TYPE OF REPORTING PERSON:* PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1 (A) - NAME OF ISSUER:

Eagle Food Centers, Inc.

ITEM 1 (B) - ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Route 67 & Knoxville Road
Milan, IL 61264

ITEM 2 (A) - NAME OF PERSON FILING:

Odyssey Partners, L.P.

ITEM 2 (B) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:

31 West 52nd Street
New York, NY 10019

ITEM 2 (C) - CITIZENSHIP:

A Delaware limited partnership

ITEM 2 (D) - TITLE OF CLASS OF SECURITIES:

Common Stock \$.01 par value

ITEM 2 (E) - CUSIP NO.:

269514-10-5

ITEM 3:

Not Applicable

ITEM 4 - OWNERSHIP:

ITEM 4 (A) - AMOUNT BENEFICIALLY OWNED:

5,457,820 shares

ITEM 4 (B) - PERCENT OF CLASS:

Approximately 52.1%

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ITEM 4 (C) - NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (i) Sole power to vote or to direct the vote:
5,457,820 shares *
- (ii) Shared power to vote or to direct the vote:
-0-
- (iii) Sole power to dispose or to direct the disposition of:
5,457,820 shares *
- (iv) Shared power to dispose or to direct the disposition of:
-0-

* Includes 267,345 shares in which Steven M. Friedman, a former

general partner of Odyssey Partners, L.P., has an economic interest, and 29,670 shares in which Salem D. Shuchman, a former associate of Odyssey Partners, L.P., has an economic interest.

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER

PERSON:

See Item 4(c)

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH

ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10 - CERTIFICATION:

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to the Statement is true, complete and correct.

ODYSSEY PARTNERS, L.P.

By: /s/ Stephen Berger

Stephen Berger
General Partner

Dated: February 9, 1994

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