UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 3, 2017

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 1-5742

RITE AID CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**23-1614034**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
30 Hunter Lane, Camp Hill, Pennsylvania	**17011**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(717) 761-2633.**

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report):

Not Applicable

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of Large Accelerated Filer, Accelerated Filer, Smaller Reporting Company and Emerging Growth Company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer x	Accelerated Filer o	Non-Accelerated Filer o (Do not check if a smaller reporting company)	Smaller reporting company o Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange act). Yes o No x

The registrant had 1,053,291,998 shares of its $1.00 par value common stock outstanding as of June 22, 2017.

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RITE AID CORPORATION

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report, as well as our other public filings or public statements, include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by terms and phrases such as anticipate, believe, intend, estimate, expect, continue, should, could, may, plan, project, predict, will and similar expressions and include refer and relate to our future prospects, developments and business strategies.

Factors that could cause actual results to differ materially from those expressed or implied in such forward-looking statements include, but are not limited to:

- our high level of indebtedness;
- our ability to make interest and principal payments on our debt and satisfy the other covenants contained in our credit facilities and other debt agreements;
- the continued impact of private and public third party payors reduction in prescription drug reimbursement rates and their ongoing efforts to limit access to payor networks, including through mail order;
- our ability to achieve the benefits of our efforts to reduce the costs of our generic and other drugs, and our ability to achieve drug pricing efficiencies;
- the impact of the loss of one or more major third party payors;
- the inability to complete the proposed Sale (as defined in Note 3 below) due to the failure to satisfy the conditions to the completion of the Sale, including receipt of required regulatory approvals, and other risks related to obtaining the requisite consents to the Sale;
- the continuing effect of the prior Merger Agreement and the proposed Sale, including the effect of the announcement of the Terminations (as defined in Note 3 below), on our business relationships (including, without limitation, customers and suppliers), operating results and business generally;

- our ability to improve the operating performance of our stores in accordance with our long term strategy;

- our ability to grow prescription count and realize front-end sales growth;

- our ability to hire and retain qualified personnel;

- decisions to close additional stores and distribution centers or undertake additional refinancing activities (subject to the limitations in the Asset Purchase Agreement (as defined in Note 3 below)), which could result in charges to our operating statement;

- our ability to manage expenses and working capital;

- continued consolidation of the drugstore and the pharmacy benefit management (PBM) industries;

- the risk that changes in federal or state laws or regulations, including the Health Care Education Affordability Reconciliation Act, the repeal of all or part of the Patient Protection and the Affordable Care Act (or Patient Care Act) and any regulations enacted thereunder may occur;

- the risk that provider and state contract changes may occur;

- risks related to compromises of our information or payment systems or unauthorized access to confidential or personal information of our associates or customers;

- our ability to maintain our current pharmacy services business and obtain new pharmacy services business, including maintaining renewals of expiring contracts, avoiding contract termination rights that may permit certain of our clients to terminate their contracts prior to their expiration and early price renegotiations prior to contract expirations;

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- the continued impact of declining gross margins in the PBM industry due to increased market competition and client demand for lower prices while providing enhanced service offerings;

- our ability to maintain our current Medicare Part D business and obtain new Medicare Part D business, as a result of the annual Medicare Part D competitive bidding process;

- the expiration or termination of our Medicare or Medicaid managed care contracts by federal or state governments;

- the amount of the costs, fees, expenses and charges related to the terminated Merger Agreement (as defined in Note 3 below), the terminated Divestiture Asset Purchase Agreement (as defined in Note 3 below) or the Sale;

- the risk that our stock price may decline significantly if the Sale is not completed;

- our ability to refinance our indebtedness on terms favorable to us in the event that the sale is not completed;

- the risk that a governmental entity may prohibit, delay or refuse to grant approval, including antitrust approval, for the completion of the Sale or may require conditions, limitations or restrictions in connection with such approvals, including the risk that the FTC may not approve the transaction;

- risks related to other business effects, including the effects of industry, market, economic, political (including as a result of the recent U.S. Presidential election) or regulatory conditions, future exchange or interest rates or credit ratings, changes in tax laws, regulations, rates and policies or competitive development including aggressive promotional activity from our competitors;

- the risk that we could experience deterioration in our current Star rating with the Centers of Medicare and Medicaid Services (CMS) or incur CMS penalties and/or sanctions;

- the nature, cost and outcome of pending and future litigation and other legal proceedings or governmental investigations, including any such proceedings related to the Merger (as defined in Note 3 below) or Sale and instituted against us and others;

- the risk that there may be a material adverse change of the Company or the Acquired Stores (as defined in Note 3 below);

- there may be changes to our strategy in the event that the Sale does not close, which may include delaying or reducing capital or other expenditures, selling assets or other operations, closing underperforming stores, attempting to restructure or refinance our debt, seeking additional capital or incurring other costs associated with restructuring our business;

- other risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission (the SEC).

We undertake no obligation to update or revise the forward-looking statements included in this report, whether as a result of new information, future events or otherwise, after the date of this report. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences are discussed in the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations included herein and in our Annual Report on Form 10-K for the fiscal year ended March 4, 2017 (the Fiscal 2017 10-K), as well as in the Risk Factors section of the Fiscal 2017 10-K, which we filed with the SEC on May 3, 2017 and is available on the SEC s website at *www.sec.gov*.

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

RITE AID CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except per share amounts)

(unaudited)

	June 3, 2017	March 4, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$ 214,449	$ 245,410
Accounts receivable, net	1,781,175	1,771,126
Inventories, net of LIFO reserve of $1,016,650 and $999,776	2,789,176	2,837,211
Prepaid expenses and other current assets	192,767	211,541
Total current assets	4,977,567	5,065,288
Property, plant and equipment, net	2,218,333	2,251,692
Goodwill	1,715,479	1,715,479
Other intangibles, net	787,969	835,795
Deferred tax assets	1,556,301	1,505,564
Other assets	204,489	219,934
Total assets	$ 11,460,138	$ 11,593,752
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current maturities of long-term debt and lease financing obligations	$ 22,460	$ 21,335
Accounts payable	1,646,457	1,613,909
Accrued salaries, wages and other current liabilities	1,339,778	1,370,004
Total current liabilities	3,008,695	3,005,248
Long-term debt, less current maturities	7,177,918	7,263,288
Lease financing obligations, less current maturities	39,889	44,070
Other noncurrent liabilities	673,008	667,076
Total liabilities	10,899,510	10,979,682
Commitments and contingencies		
Stockholders equity:		
Common stock, par value $1 per share; 1,500,000 shares authorized; shares issued and outstanding 1,053,685 and 1,053,690	1,053,685	1,053,690
Additional paid-in capital	4,848,675	4,839,854

Accumulated deficit	(5,299,929)	(5,237,157)
Accumulated other comprehensive loss	(41,803)	(42,317)
Total stockholders equity	560,628	614,070
Total liabilities and stockholders equity	$ 11,460,138	$ 11,593,752

See accompanying notes to condensed consolidated financial statements.

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RITE AID CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

(unaudited)

	Thirteen Week Period Ended	
	June 3, 2017	**May 28, 2016**
Revenues	$ 7,781,453	$ 8,184,181
Costs and expenses:		
Cost of revenues	6,022,419	6,289,881
Selling, general and administrative expenses	1,761,290	1,793,247
Lease termination and impairment charges	4,086	5,781
Interest expense	109,937	105,113
(Gain) loss on sale of assets, net	(5,721)	1,056
	7,892,011	8,195,078
Loss before income taxes	(110,558)	(10,897)
Income tax benefit	(35,209)	(6,309)
Net loss	$ (75,349)	$ (4,588)
Computation of loss attributable to common stockholders:		
Loss attributable to common stockholders basic and diluted	$ (75,349)	$ (4,588)
Basic and diluted loss per share	$ (0.07)	$ (0.00)

See accompanying notes to condensed consolidated financial statements.

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RITE AID CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

(unaudited)

	Thirteen Week Period Ended	
	June 3, 2017	**May 28, 2016**
Net loss	$ (75,349)	$ (4,588)
Other comprehensive income:		
Defined benefit pension plans:		
Amortization of prior service cost, net transition obligation and net actuarial losses included in net periodic pension cost, net of $342 and $451 tax expense	514	681
Total other comprehensive income	514	681
Comprehensive loss	$ (74,835)	$ (3,907)

See accompanying notes to condensed consolidated financial statements.

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RITE AID CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(unaudited)

	Thirteen Week Period Ended June 3, 2017		Thirteen Week Period Ended May 28, 2016	
Operating activities:				
Net loss	$	(75,349)	$	(4,588)
Adjustments to reconcile to net cash provided by operating activities:				
Depreciation and amortization		142,092		138,788
Lease termination and impairment charges		4,086		5,781
LIFO charge		16,874		13,751
(Gain) loss on sale of assets, net		(5,721)		1,056
Stock-based compensation expense		9,038		11,144
Changes in deferred taxes		(38,160)		(5,749)
Excess tax benefit on stock options and restricted stock				(883)
Changes in operating assets and liabilities:				
Accounts receivable		(13,757)		(74,530)
Inventories		31,172		59,440
Accounts payable		4,372		115,646
Other assets and liabilities, net		18,087		(99, 856)
Net cash provided by operating activities		92,734		160,000
Investing activities:				
Payments for property, plant and equipment		(60,738)		(106,077)
Intangible assets acquired		(8,234)		(16,381)
Proceeds from dispositions of assets and investments		8,639		3,088
Proceeds from insured loss		2,137		
Net cash used in investing activities		(58,196)		(119,370)
Financing activities:				
Net payments to revolver		(90,000)		(20,000)
Principal payments on long-term debt		(4,267)		(5,721)
Change in zero balance cash accounts		28,768		2,262
Net proceeds from issuance of common stock		147		2,371
Excess tax benefit on stock options and restricted stock				883
Payments for taxes related to net share settlement of equity awards		(147)		(56)
Net cash used in financing activities		(65,499)		(20,261)
(Decrease) increase in cash and cash equivalents		(30,961)		20,369
Cash and cash equivalents, beginning of period		245,410		124,471
Cash and cash equivalents, end of period	$	214,449	$	144,840
Supplementary cash flow data:				
Cash paid for interest (net of capitalized amounts of $71 and $56, respectively)	$	75,535	$	71,434
Cash payments of income taxes, net of refunds	$	1,461	$	3,869
Equipment financed under capital leases	$	3,857	$	1,553

Equipment received for noncash consideration	$	1,295	$	632
Reduction in lease financing obligation	$	2,416	$	
Gross borrowings from revolver	$	579,000	$	867,000
Gross payments to revolver	$	669,000	$	887,000

See accompanying notes to condensed consolidated financial statements.

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RITE AID CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the Thirteen Week Periods Ended June 3, 2017 and May 28, 2016

(Dollars and share information in thousands, except per share amounts)

(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X and therefore do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete annual financial statements. The accompanying financial information reflects all adjustments which are of a recurring nature and, in the opinion of management, are necessary for a fair presentation of the results for the interim periods. The results of operations for the thirteen week period ended June 3, 2017 are not necessarily indicative of the results to be expected for the full year. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Rite Aid Corporation (Rite Aid) and Subsidiaries (together with Rite Aid, the Company) Fiscal 2017 10-K.

Recently Adopted Accounting Pronouncements

In March 2016, the FASB issued ASU No. 2016-09, *Compensation Stock Compensation, (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which amends the accounting for certain aspects of share-based payments to employees in ASC Topic 718, *Compensation Stock Compensation*. The new guidance eliminates the accounting for any excess tax benefits and deficiencies through equity and requires all excess tax benefits and deficiencies related to employee share-based compensation arrangements to be recorded in the income statement. This aspect of the new guidance is required to be applied prospectively. The new guidance also requires (i.) the presentation of excess tax benefits on the statement of cash flows as an operating activity rather than a financing activity, a change which may be applied prospectively or retrospectively and (ii.) the presentation of employee taxes paid when an employer withholds shares for tax withholding purposes on the statement of cash flows as a financing activity, a change which must be applied retrospectively. The new guidance further provides an accounting policy election to account for forfeitures as they occur rather than utilizing the estimated amount of forfeitures at the time of issuance. The Company adopted this new guidance effective March 5, 2017. The primary impact of adoption was (i.) the modified retrospective recognition of the cumulative amount of previously unrecognized excess tax benefits as an opening balance sheet adjustment and (ii.) the recognition of excess tax benefits in the income statement on a prospective basis, rather than equity. As a result, the Company (i.) increased the deferred tax asset and reduced accumulated deficit by $12,577 as of the beginning of the thirteen weeks ended June 3, 2017, and (ii.) the Company recognized a discrete income tax expense of $52 in income tax expense for the thirteen weeks ended June 3, 2017. The Company also elected to adopt the cash flow presentation of the excess tax benefits prospectively commencing in the first quarter of fiscal 2018. The retrospective application of cash paid on employees behalf related to shares withheld for tax purposes resulted in increases to both Net cash provided by operating activities and Net cash used in financing activities of $56 for the thirteen weeks ended May 28, 2016. The Company s stock-based compensation expense continues to reflect estimated forfeitures. None of the other provisions in this new guidance had a material impact on the Company s condensed consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606)*, an update to ASU 2014-09. This ASU amends ASU 2014-09 to defer the effective date by one year for annual reporting periods beginning after December 15, 2017 (fiscal 2019). Subsequently, the FASB has also issued accounting standards updates which clarify the guidance. This ASU removes inconsistencies, complexities and allows transparency and comparability of revenue transactions across entities, industries, jurisdictions and capital markets by providing a single comprehensive principles-based model with additional disclosures regarding uncertainties. The principles-based revenue recognition model has a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Early adoption is permitted for annual reporting periods beginning after December 15, 2016 (fiscal 2018). In transition, the ASU may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company does not intend to early adopt the new standard. During the thirteen weeks ended June 3, 2017, the Company assembled a cross functional team to identify the population of contracts with customers, for both its Retail Pharmacy and Pharmacy Services segments, and evaluate them under the provisions of ASU 2014-09. The Company intends to

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adopt the new standard on a modified retrospective basis. Under this implementation method, the Company will recognize the cumulative effect of initially applying the new guidance as an adjustment to the opening retained earnings balance for the annual reporting period of initial application. While the Company is continuing its assessment of all of the potential impacts of the new standard, it does not expect the implementation of the standard to have a material impact on the Company s consolidated financial position, results of operations or cash flow.

In February 2016, the FASB issued ASU No. 2016-02, *Leases, (Topic 842)*, which is intended to improve financial reporting around leasing transactions. The ASU affects all companies and other organizations that engage in lease transactions (both lessee and lessor) that lease assets such as real estate and manufacturing equipment. This ASU will require organizations that lease assets referred to as leases to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. ASU No. 2016-02 is effective for fiscal years and interim periods within those years beginning January 1, 2019 (fiscal 2020). The Company believes that the new standard will have a material impact on its financial position. The Company is currently evaluating the impact this standard implementation will have on its results of operations and cash flows.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles Goodwill and Other, (Topic 350): Simplifying the Test for Goodwill Impairment*, which is intended to simplify the subsequent measurement and impairment of goodwill. The ASU simplifies the complexity of evaluating goodwill for impairment by eliminating the second step of the impairment test, which compares the implied fair value of a reporting unit s goodwill to the carrying amount of that goodwill. Instead, the ASU requires entities to compare the fair value of a reporting unit to its carrying amount in order to determine the amount of goodwill impairment recognized. ASU No. 2017-04 is effective for fiscal years and interim periods within those years beginning after December 15, 2019 (fiscal 2020). Early adoption of all the amendments for ASU 2017-04 is permitted. Amendments must be applied prospectively. The Company is in process of assessing the impact of the adoption of ASU No. 2017-04 on its financial position, results of operations and cash flows.

2. Acquisition

On June 24, 2015, the Company completed its acquisition of TPG VI Envision BL, LLC and Envision Topco Holdings, LLC (EnvisionRx), pursuant to the terms of an agreement (Agreement) dated February 10, 2015 (the Acquisition). EnvisionRx, which was a portfolio company of TPG Capital L.P. prior to its acquisition by the Company, is a full-service pharmacy services provider. EnvisionRx provides both transparent and traditional pharmacy benefit manager (PBM) service options through its EnvisionRx and MedTrak PBMs, respectively. EnvisionRx also offers fully integrated mail-order and specialty pharmacy services through EnvisionPharmacies; access to the nation s largest cash pay infertility discount drug program via Design Rx; an innovative claims adjudication software platform in Laker Software; and a national Medicare Part D prescription drug plan through Envision Insurance Company s (EIC) EnvisionRx Plus Silver product for the low income auto-assign market and its Clear Choice product for the chooser market. EnvisionRx is headquartered in Twinsburg, Ohio and operates as a 100 percent owned subsidiary of the Company.

Pursuant to the terms of the Agreement, as consideration for the Acquisition, the Company paid $1,882,211 in cash and issued 27,754 shares of Rite Aid common stock. The Company financed the cash portion of the Acquisition with borrowings under its Amended and Restated Senior Secured Revolving Credit Facility, and the net proceeds from the April 2, 2015 issuance of $1,800,000 aggregate principal amount of 6.125% senior notes due 2023 (the 6.125% Notes). The consideration associated with the common stock was $240,907 based on a stock price of $8.68 per share, representing the closing price of the Company s common stock on the closing date of the Acquisition.

The Company s condensed consolidated financial statements for the thirteen week periods ended June 3, 2017 and May 28, 2016 include EnvisionRx results of operations (please see Note 12 Segment Reporting for the Pharmacy Services segment results included within the condensed consolidated financial statements for the thirteen week periods ended June 3, 2017 and May 28, 2016, which reflects the results of EnvisionRx). The Company s condensed consolidated financial statements reflect the purchase accounting adjustments in accordance with ASC 805 Business Combinations , whereby the purchase price was allocated to the assets acquired and liabilities assumed based upon their estimated fair values on the Acquisition date.

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During fiscal 2017, the Company finalized the valuation of the identifiable assets acquired and the liabilities assumed. The following is the allocation of the purchase price:

Final purchase price		
Cash consideration	$	1,882,211
Stock consideration		240,907
Total	$	2,123,118
Final purchase price allocation		
Cash and cash equivalents	$	103,834
Accounts receivable		892,678
Inventories		7,276
Prepaid expenses and other current assets		13,386
Total current assets		1,017,174
Property and equipment		13,196
Intangible assets(1)		646,600
Goodwill		1,639,355
Other assets		7,219
Total assets acquired		3,323,544
Accounts payable		491,672
Reinsurance funds held		381,225
Other current liabilities(2)		215,770
Total current liabilities		1,088,667
Other long term liabilities(3)		111,759
Total liabilities assumed		1,200,426
Net assets acquired	$	2,123,118

(1) Intangible assets are recorded at estimated fair value, as determined by management based on available information which includes a final valuation prepared by an independent third party. The fair values assigned to identifiable intangible assets were determined through the use of the income approach, specifically the relief from royalty and the multi-period excess earnings methods. The major assumptions used in arriving at the estimated identifiable intangible asset values included management s estimates of future cash flows, discounted at an appropriate rate of return which are based on the weighted average cost of capital for both the Company and other market participants, projected customer attrition rates, as well as applicable royalty rates for comparable assets. The useful lives for intangible assets were determined based upon the remaining useful economic lives of the intangible assets that are expected to contribute directly or indirectly to future cash flows. The estimated fair value of intangible assets and related useful lives as included in the final purchase price allocation include:

		Estimated Fair Value	Estimated Useful Life (In Years)
Customer relationships	$	465,000	17
CMS license		57,500	25
Claims adjudication and other developed software		59,000	7
Trademarks		20,100	10
Backlog		11,500	3
Trademarks		33,500	Indefinite
Total	$	646,600	

(2) Other current liabilities includes $116,057 due to TPG under the terms of the Agreement, representing the amounts due to EnvisionRx from CMS, less corresponding amounts due to various reinsurance providers under certain reinsurance programs, for CMS activities that relate to the year ended December 31, 2014. This liability was satisfied with a payment to TPG on November 5, 2015.

(3) Primarily relates to deferred tax liabilities.

The above goodwill represents future economic benefits expected to be recognized from the Company s expansion into the pharmacy services market, as well as expected future synergies and operating efficiencies from combining operations with

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EnvisionRx. Goodwill resulting from the Acquisition of $1,639,355 has been allocated to the Pharmacy Services segment of which $1,368,657 is deductible for tax purposes.

3. Termination of the Merger Agreement with WBA and the Pending Asset Sale to WBA

Termination of Merger Agreement with Walgreens Boots Alliance, Inc.

On October 27, 2015, Rite Aid, Walgreens Boots Alliance, Inc. (NASDAQ: WBA) (WBA) and Victoria Merger Sub, Inc. (Merger Sub), a Delaware corporation and a wholly owned subsidiary of WBA, entered into an Agreement and Plan of Merger (as amended by Amendment No. 1, dated as of January 29, 2017 (the Amendment)) (the Merger Agreement). Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub was to merge with and into Rite Aid (the Merger), with Rite Aid surviving the Merger as a 100 percent owned direct subsidiary of WBA. On June 28, 2017, Rite Aid, WBA and Merger Sub entered into a Termination Agreement (the Merger Termination Agreement) under which the parties agreed to terminate the Merger Agreement. The Merger Termination Agreement provides that WBA would pay to Rite Aid a termination fee in the amount of $325,000. Rite Aid received the termination fee payment on June 30, 2017. Subject to limited customary exceptions, the Merger Termination Agreement also mutually releases the parties from any claims of liability to one another relating to the contemplated merger transaction.

Termination of the Divestiture Asset Purchase Agreement with Fred s

As previously disclosed, on December 19, 2016, Rite Aid entered into an Asset Purchase Agreement (the Divestiture Asset Purchase Agreement) with AFAE, LLC, a Tennessee limited liability company (AFAE), Fred s, Inc., a Tennessee corporation (Fred s) (solely for the purposes set forth in the Divestiture Asset Purchase Agreement) and WBA (solely for the purposes set forth in the Divestiture Asset Purchase Agreement). Pursuant to the terms and subject to the conditions set forth in the Divestiture Asset Purchase Agreement, Rite Aid agreed to sell 865 Rite Aid stores and certain specified assets to Fred s (the Divestiture Sale). In connection with the Merger and pursuant to the terms and subject to the conditions set forth in the Divestiture Asset Purchase Agreement, AFAE was to purchase from Rite Aid 865 stores and certain specified assets related thereto. On June 28, 2017, Rite Aid, AFAE, Fred s and WBA entered into a letter agreement (the APA Termination Agreement and together with the Merger Termination Agreement, the Terminations) under which the parties agreed to terminate the Divestiture Asset Purchase Agreement. Subject to limited customary exceptions, the APA Termination Agreement also mutually releases the parties from any claims of liability to one another relating to the contemplated sale transaction.

Entry Into Asset Purchase Agreement with WBA

On June 28, 2017, Rite Aid entered into an Asset Purchase Agreement (the Asset Purchase Agreement) with WBA and Walgreen Co., an Illinois corporation (Walgreen s) and wholly owned direct subsidiary of WBA (Buyer). Pursuant to the terms and subject to the conditions set forth in the Asset Purchase Agreement, Buyer will purchase from Rite Aid 2,186 stores (the Acquired Stores), three (3) distribution centers, related inventory and other specified assets related thereto for a purchase price of approximately $5.175 billion, on a cash-free, debt-free basis (the Sale).

Completion of the Sale is subject to various closing conditions, including but not limited to (i) the waiting period (and any extension thereof) applicable to the Sale and the other transactions contemplated by the Asset Purchase Agreement under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, shall have expired or been earlier terminated, (ii) the absence of a material adverse effect on the stores and distribution centers being acquired in the Sale, (iii) a duplicate copy of Rite Aid s prescription dispensing system being operational and (iv) receipt of required licenses and lease consents.

The parties to the Asset Purchase Agreement have each made customary representations and warranties. Rite Aid has agreed to various covenants and agreements, including, among others, Rite Aid s agreement to conduct its business at the Acquired Stores in the ordinary course during the period between the execution of the Asset Purchase Agreement and the closing of the Sale, subject to certain exceptions, Rite Aid s agreement not to solicit proposals from third parties for the purchase of the remainder of Rite Aid or over 50% of its stock or assets for sixty (60) days after the date of the Asset Purchase Agreement subject to certain exceptions and the parties agreement to use their reasonable best efforts to obtain all authorizations and approvals from governmental authorities. Rite Aid has agreed to provide transition services to Buyer for up to (3) three years after closing of the Sale.

The Asset Purchase Agreement contains specified termination rights for Rite Aid and WBA, including a mutual termination right in the event any court of competent jurisdiction or other governmental entity shall have issued a final and nonappealable legal restraint that prevents, makes illegal, prohibits, restrains or enjoins the completion of the Sale, and a termination right for WBA in the event Rite Aid enters into an agreement to sell all of the remainder of Rite Aid or over 50% of its stock or assets to a third party.

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Under the terms of the Asset Purchase Agreement, Rite Aid has the option to purchase pharmaceutical drugs through an affiliate of WBA under terms, including cost, that are substantially equivalent to Walgreen s for a period of ten (10) years.

4. Loss Per Share

Basic loss per share is computed by dividing loss available to common stockholders by the weighted average number of shares of common stock outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the income of the Company subject to anti-dilution limitations.

	Thirteen Week Period Ended	
	June 3, 2017	**May 28, 2016**
Numerator for loss per share:		
Loss attributable to common stockholders basic and diluted	$ (75,349)	$ (4,588)
Denominator:		
Basic weighted average shares	1,046,826	1,042,437
Outstanding options and restricted shares, net		
Diluted weighted average shares	1,046,826	1,042,437
Basic and diluted loss per share	$ (0.07)	$ (0.00)

Due to their antidilutive effect, 33,747 and 36,860 potential common shares related to stock options have been excluded from the computation of diluted loss per share as of June 3, 2017 and May 28, 2016, respectively. Also, excluded from the computation of diluted loss per share as of June 3, 2017 and May 28, 2016 are restricted shares of 5,623 and 4,742, respectively, which are included in shares outstanding.

5. Lease Termination and Impairment Charges

Lease termination and impairment charges consist of amounts as follows:

	Thirteen Week Period Ended	
	June 3, 2017	**May 28, 2016**
Impairment charges	$ 659	$ 619
Lease termination charges	3,427	5,162
	$ 4,086	$ 5,781

Impairment Charges

These amounts include the write-down of long-lived assets at locations that were assessed for impairment because of management s intention to relocate or close the location or because of changes in circumstances that indicated the carrying value of an asset may not be recoverable.

Lease Termination Charges

As part of the Company s ongoing business activities, the Company assesses stores and distribution centers for potential closure or relocation. Decisions to close or relocate stores or distribution centers in future periods would result in lease termination charges, lease exit costs and inventory liquidation charges, as well as impairment of assets at these locations. The following table reflects the closed store and distribution center charges that relate to new closures, changes in assumptions and interest accretion:

	Thirteen Week Period Ended	
	June 3, 2017	**May 28, 2016**
Balance beginning of period	$ 165,138	$ 208,421
Provision for present value of noncancellable lease payments of closed stores	913	622
Changes in assumptions about future sublease income, terminations and changes in interest rates	(549)	811
Interest accretion	3,095	3,778
Cash payments, net of sublease income	(12,931)	(14,642)
Balance end of period	$ 155,666	$ 198,990

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6. Fair Value Measurements

The Company utilizes the three-level valuation hierarchy for the recognition and disclosure of fair value measurements. The categorization of assets and liabilities within this hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. The three levels of the hierarchy consist of the following:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

- Level 2 Inputs to the valuation methodology are quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument.

- Level 3 Inputs to the valuation methodology are unobservable inputs based upon management s best estimate of inputs market participants could use in pricing the asset or liability at the measurement date, including assumptions about risk.

Non-Financial Assets Measured on a Non-Recurring Basis

Long-lived non-financial assets are measured at fair value on a nonrecurring basis for purposes of calculating impairment using Level 2 and Level 3 inputs as defined in the fair value hierarchy. The fair value of long-lived assets using Level 2 inputs is determined by evaluating the current economic conditions in the geographic area for similar use assets. The fair value of long-lived assets using Level 3 inputs is determined by estimating the amount and timing of net future cash flows (which are unobservable inputs) and discounting them using a risk-adjusted rate of interest (which is Level 1). The Company estimates future cash flows based on its experience and knowledge of the market in which the store is located. Significant increases or decreases in actual cash flows may result in valuation changes. During the thirteen week period ended June 3, 2017, long-lived assets from continuing operations with a carrying value of $964, primarily store assets, were written down to their fair value of $305, resulting in an impairment charge of $659. During the thirteen week period ended May 28, 2016, long-lived assets from continuing operations with a carrying value of $1,051, primarily store assets, were written down to their fair value of $432, resulting in an impairment charge of $619. If our actual future cash flows differ from our projections materially, certain stores that are either not impaired or partially impaired in the current period may be further impaired in future periods.

The following table presents fair values for those assets measured at fair value on a non-recurring basis at June 3, 2017 and May 28, 2016:

Fair Value Measurement Using

	Level 1	Level 2	Level 3	Total as of June 3, 2017
Long-lived assets held for use	$	$	$ 201	$ 201
Long-lived assets held for sale	$	$ 104	$	$ 104
Total	$	$ 104	$ 201	$ 305

	Level 1	Level 2	Level 3	Total as of May 28, 2016
Long-lived assets held for use	$	$	$ 432	$ 432
Long-lived assets held for sale	$	$	$	$
Total	$	$	$ 432	$ 432

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As of June 3, 2017 and May 28, 2016, the Company did not have any financial assets measured on a recurring basis.

Other Financial Instruments

Financial instruments other than long-term indebtedness include cash and cash equivalents, accounts receivable and accounts payable. These instruments are recorded at book value, which the Company believes approximate their fair values due to their short term nature. In addition, as of June 3, 2017 and May 28, 2016 the Company has $7,018 and $6,567, respectively, of investments carried at amortized cost as these investments are being held to maturity. These investments are included as a component of prepaid expenses and other current assets as of June 3, 2017 and are included as a component of other assets as of May 28, 2016. The Company believes the carrying value of these investments approximates their fair value.

The fair value for LIBOR-based borrowings under the Company s senior secured credit facility and first and second lien term loans are estimated based on the quoted market price of the financial instrument which is considered Level 1 of the fair value hierarchy. The fair values of substantially all of the Company s other long-term indebtedness are estimated based on quoted market prices of the financial instruments which are considered Level 1 of the fair value hierarchy. The carrying amount and estimated fair value of the Company s total long-term indebtedness was $7,178,008 and $7,273,272, respectively, as of June 3, 2017. There were no outstanding derivative financial instruments as of June 3, 2017 and March 4, 2017.

7. Income Taxes

The Company recorded an income tax benefit of $35,209 and $6,309 for the thirteen week periods ended June 3, 2017 and May 28, 2016, respectively. The effective tax rate for the thirteen week periods ended June 3, 2017 and May 28, 2016 was 31.8% and 57.9%, respectively. The effective tax rate for the period ended June 3, 2017 is net of an adjustment of (8.4%) to increase the valuation allowance to offset the current year deferred state tax benefits. The higher effective income tax benefit rate for the period ended May 28, 2016 was the result of a discrete income tax benefit recorded for the lapse of a statute of limitations on an uncertain tax position which raised the Company s effective income tax benefit rate by 13.3%.

The Company recognizes tax liabilities in accordance with the guidance for uncertain tax positions and management adjusts these liabilities with changes in judgment as a result of the evaluation of new information not previously available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the current estimate of the tax liabilities.

While it is expected that the amount of unrecognized tax benefits will change in the next twelve months, the Company does not expect the change to have a significant impact on the results of operations or the financial position of the Company.

The Company regularly evaluates valuation allowances established for deferred tax assets for which future realization is uncertain. Management will continue to monitor all available evidence related to the net deferred tax assets that may change the most recent assessment, including events that have occurred or are anticipated to occur. The Company continues to maintain a valuation allowance against net deferred tax assets of $235,983 and $226,726, which relates primarily to state deferred tax assets at June 3, 2017 and March 4, 2017, respectively.

8. Medicare Part D

The Company offers Medicare Part D benefits through EIC, which has contracted with Centers of Medicare and Medicaid Services (CMS) to be a Prescription Drug Plan (PDP) and, pursuant to the Medicare Prescription Drug, Improvement and Modernization Act of 2003, must be a risk-bearing entity regulated under state insurance laws or similar statutes.

EIC is a licensed domestic insurance company under the applicable laws and regulations. Pursuant to these laws and regulations, EIC must file quarterly and annual reports with the National Association of Insurance Commissioners (NAIC) and certain state regulators, must maintain certain minimum amounts of capital and surplus under formulas established by certain states and must, in certain circumstances, request and receive the approval of certain state regulators before making dividend payments or other capital distributions to the Company. The Company does not believe these limitations on dividends and distributions materially impact its financial position. EIC is subject to minimum capital and surplus requirements in certain states. The minimum amount of capital and surplus required to satisfy regulatory requirements in these states is $31,650 as of March 31, 2017. EIC was in excess of the minimum required amounts in these states as of June 3, 2017.

The Company has recorded estimates of various assets and liabilities arising from its participation in the Medicare Part D program based on information in its claims management and enrollment systems. Significant estimates arising from its participation in

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this program include: (i) estimates of low-income cost subsidies, reinsurance amounts, and coverage gap discount amounts ultimately payable to CMS based on a detailed claims reconciliation that will occur in the following year; (ii) an estimate of amounts receivable from CMS under a risk-sharing feature of the Medicare Part D program design, referred to as the risk corridor and (iii) estimates for claims that have been reported and are in the process of being paid or contested and for our estimate of claims that have been incurred but have not yet been reported.

As of June 3, 2017, accounts receivable, net included $311,905 due from CMS and accrued salaries, wages and other current liabilities included $166,665 of EIC liabilities under certain reinsurance contracts. As of May 28, 2016, accounts receivable, net included $319,976 due from CMS and accrued salaries, wages and other current liabilities included $152,970 of EIC liabilities under certain reinsurance contracts. EIC limits its exposure to loss and recovers a portion of benefits paid by utilizing quota-share reinsurance with a commercial reinsurance company.

9. Goodwill and Other Intangible Assets

Goodwill and indefinitely-lived assets, such as certain trademarks acquired in connection with acquisition transactions, are not amortized, but are instead evaluated for impairment on an annual basis at the end of the fiscal year, or more frequently if events or circumstances indicate that impairment may be more likely. During the thirteen weeks ended June 3, 2017 and the fifty-three weeks ended March 4, 2017, no impairment charges have been taken against the Company s goodwill or indefinitely-lived intangible assets. No changes were made to the carrying amount of goodwill for the thirteen week period ended June 3, 2017.

The Company s intangible assets are primarily finite-lived and amortized over their useful lives. Following is a summary of the Company s finite-lived and indefinite-lived intangible assets as of June 3, 2017 and March 4, 2017.

	June 3, 2017				March 4, 2017			
	Gross Carrying Amount	Accumulated Amortization	Net	Remaining Weighted Average Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net	Remaining Weighted Average Amortization Period
Favorable leases and other	$ 663,949	$ (537,884)	$ 126,065	7 years	$ 664,670	$ (531,022)	$ 133,648	7 years
Prescription files	1,586,981	(1,412,404)	174,577	3 years	1,584,240	(1,390,139)	194,101	3 years
Customer relationships(a)	465,000	(127,226)	337,774	15 years	465,000	(110,653)	354,347	16 years
CMS license	57,500	(4,447)	53,053	23 years	57,500	(3,872)	53,628	24 years
Claims adjudication and other developed software	58,992	(16,295)	42,697	5 years	58,995	(14,188)	44,807	6 years
Trademarks	20,100	(3,886)	16,214	8 years	20,100	(3,383)	16,717	9 years
Backlog	11,500	(7,411)	4,089	1 year	11,500	(6,453)	5,047	2 years
Total finite	$ 2,864,022	$ (2,109,553)	$ 754,469		$ 2,862,005	$ (2,059,710)	$ 802,295	
Trademarks	33,500		33,500	Indefinite	33,500		33,500	Indefinite
Total	$ 2,897,522	$ (2,109,553)	$ 787,969		$ 2,895,505	$ (2,059,710)	$ 835,795	

(a) Amortized on an accelerated basis which is determined based on the remaining useful economic lives of the customer relationships that are expected to contribute directly or indirectly to future cash flows.

Also included in other non-current liabilities as of June 3, 2017 and March 4, 2017 are unfavorable lease intangibles with a net carrying amount of $37,053 and $38,242, respectively. These intangible liabilities are amortized over their remaining lease terms at the time of acquisition.

Amortization expense for these intangible assets and liabilities was $54,932 and $55,503 for the thirteen week periods ended June 3, 2017 and May 28, 2016, respectively. The anticipated annual amortization expense for these intangible assets and liabilities is 2018 $181,675; 2019 $144,555; 2020 $115,010; 2021 $82,456 and 2022 $53,534.

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10. Indebtedness and Credit Agreements

Following is a summary of indebtedness and lease financing obligations at June 3, 2017 and March 4, 2017:

		June 3, 2017		March 4, 2017
Secured Debt:				
Senior secured revolving credit facility due January 2020 ($2,340,000 and $2,430,000 face value less unamortized debt issuance costs of $22,715 and $24,918)	$	2,317,285	$	2,405,082
Tranche 1 Term Loan (second lien) due August 2020 ($470,000 face value less unamortized debt issuance costs of $3,861 and $4,167)		466,139		465,833
Tranche 2 Term Loan (second lien) due June 2021 ($500,000 face value less unamortized debt issuance costs of $2,290 and $2,431)		497,710		497,569
Other secured		90		90
		3,281,224		3,368,574
Guaranteed Unsecured Debt:				
9.25% senior notes due March 2020 ($902,000 face value plus unamortized premium of $1,903 and $2,071 and less unamortized debt issuance costs of $6,876 and $7,527)		897,027		896,544
6.75% senior notes due June 2021 ($810,000 face value less unamortized debt issuance costs of $5,989 and $6,360)		804,011		803,640
6.125% senior notes due April 2023 ($1,800,000 face value less unamortized debt issuance costs of $24,915 and $25,984)		1,775,085		1,774,016
		3,476,123		3,474,200
Unguaranteed Unsecured Debt:				
7.7% notes due February 2027 ($295,000 face value less unamortized debt issuance costs of $1,584 and $1,625)		293,416		293,375
6.875% fixed-rate senior notes due December 2028 ($128,000 face value less unamortized debt issuance costs of $755 and $771)		127,245		127,229
		420,661		420,604
Lease financing obligations		62,259		65,315
Total debt		7,240,267		7,328,693
Current maturities of long-term debt and lease financing obligations		(22,460)		(21,335)
Long-term debt and lease financing obligations, less current maturities	$	7,217,807	$	7,307,358

Credit Facility

The Company s Amended and Restated Senior Secured Credit Facility has a borrowing capacity of $3,700,000 and matures in January 2020. Borrowings under the revolver bear interest at a rate per annum between (i) LIBOR plus 1.50% and LIBOR plus 2.00% with respect to Eurodollar borrowings and (ii) the alternate base rate plus 0.50% and the alternate base rate plus 1.00% with respect to ABR borrowings, in each case, based upon the average revolver availability (as defined in the Amended and Restated Senior Secured Credit Facility). The Company is required to pay fees between 0.250% and 0.375% per annum on the daily unused amount of the revolver, depending on the Average Revolver Availability (as defined in the Amended and Restated Senior Secured Credit Facility). Amounts drawn under the revolver become due and payable on January 13, 2020.

The Company s ability to borrow under the revolver is based upon a specified borrowing base consisting of accounts receivable, inventory and prescription files. At June 3, 2017, the Company had $2,340,000 of borrowings outstanding under the revolver and had letters of credit outstanding against the revolver of $59,388 which resulted in additional borrowing capacity of $1,300,612.

The Amended and Restated Senior Secured Credit Facility restricts the Company and the Subsidiary Guarantors (as defined herein) from accumulating cash on hand, and under certain circumstances, requires the funds in the Company s deposit accounts to be applied first to the repayment of outstanding revolving loans under the Amended and Restated Senior Secured Credit Facility and then to be held as collateral for the senior obligations.

The Amended and Restated Senior Secured Credit Facility allows the Company to have outstanding, at any time, up to $1,500,000 in secured second priority debt, split-priority term loan debt, unsecured debt and disqualified preferred stock in addition to

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borrowings under the Amended and Restated Senior Secured Credit Facility and existing indebtedness, provided that not in excess of $750,000 of such secured second priority debt, split-priority term loan debt, unsecured debt and disqualified preferred stock shall mature or require scheduled payments of principal prior to 90 days after the latest of (a) the fifth anniversary of the effectiveness of the Amended and Restated Senior Secured Credit Facility and (b) the latest maturity date of any Term Loan or Other Revolving Loan (each as defined in the Amended and Restated Senior Secured Credit Facility) (excluding bridge facilities allowing extensions on customary terms to at least the date that is 90 days after such date and, with respect to any escrow notes issued by Rite Aid, excluding any special mandatory redemption of the type described in clause (iii) of the definition of Escrow Notes in the Amended and Restated Senior Secured Credit Facility). Subject to the limitations described in clauses (a) and (b) of the immediately preceding sentence, the Amended and Restated Senior Secured Credit Facility additionally allows the Company to issue or incur an unlimited amount of unsecured debt and disqualified preferred stock so long as a Financial Covenant Effectiveness Period (as defined in the Amended and Restated Senior Secured Credit Facility) is not in effect; provided, however, that certain of the Company s other outstanding indebtedness limits the amount of unsecured debt that can be incurred if certain interest coverage levels are not met at the time of incurrence or other exemptions are not available. The Amended and Restated Senior Secured Credit Facility also contains certain restrictions on the amount of secured first priority debt the Company is able to incur. The Amended and Restated Senior Secured Credit Facility also allows for the voluntary repurchase of any debt or other convertible debt, so long as the Amended and Restated Senior Secured Credit Facility is not in default and the Company maintains availability under its revolver of more than $365,000.

The Amended and Restated Senior Secured Credit Facility has a financial covenant that requires the Company to maintain a minimum fixed charge coverage ratio of 1.00 to 1.00 (a) on any date on which availability under the revolver is less than $200,000 or (b) on the third consecutive business day on which availability under the revolver is less than $250,000 and, in each case, ending on and excluding the first day thereafter, if any, which is the 30th consecutive calendar day on which availability under the revolver is equal to or greater than $250,000. As of June 3, 2017, the Company had availability under its revolver of $1,300,612, its fixed charge coverage ratio was greater than 1.00 to 1.00, and the Company was in compliance with the senior secured credit facility s financial covenant. The Amended and Restated Senior Secured Credit Facility also contains covenants which place restrictions on the incurrence of debt, the payments of dividends, sale of assets, mergers and acquisitions and the granting of liens.

The Amended and Restated Senior Secured Credit Facility also provides for customary events of default.

The Company also has two second priority secured term loan facilities, the Tranche 1 Term Loan and the Tranche 2 Term Loan. The Tranche 1 Term Loan matures on August 21, 2020 and currently bears interest at a rate per annum equal to LIBOR plus 4.75% with a LIBOR floor of 1.00%, if the Company chooses to make LIBOR borrowings, or at Citibank s base rate plus 3.75%. The Tranche 2 Term Loan matures on June 21, 2021 and currently bears interest at a rate per annum equal to LIBOR plus 3.875% with a LIBOR floor of 1.00%, if the Company chooses to make LIBOR borrowings, or at Citibank s base rate plus 2.875%.

With the exception of EIC, substantially all of Rite Aid Corporation s 100 percent owned subsidiaries guarantee the obligations under the Amended and Restated Senior Secured Credit Facility, second priority secured term loan facilities, and unsecured guaranteed notes. The Amended and Restated Senior Secured Credit Facility and second priority secured term loan facilities are secured, on a senior or second priority basis, as applicable, by a lien on, among other things, accounts receivable, inventory and prescription files of the Subsidiary Guarantors. The subsidiary guarantees related to the Company s Amended and Restated Senior Secured Credit Facility and second priority secured term loan facilities and, on an unsecured basis, the unsecured guaranteed notes, are full and unconditional and joint and several, and there are no restrictions on the ability of the Company to obtain funds from its subsidiaries. The Company has no independent assets or operations.

Additionally, prior to the Acquisition, the subsidiaries, including joint ventures, that did not guarantee the Amended and Restated Senior Secured Credit Facility, the credit facility, second priority secured term loan facilities and applicable notes, were minor. Accordingly, condensed consolidating financial information for the Company and subsidiaries is not presented for those periods. Subsequent to the Acquisition, other than EIC, the subsidiaries, including joint ventures, that do not guarantee the credit facility, second priority secured term loan facilities and applicable notes, are minor. As such, condensed consolidating financial information for the Company, its guaranteeing subsidiaries and non-guaranteeing subsidiaries is presented for those periods subsequent to the Acquisition. See Note 14 Guarantor and Non-Guarantor Condensed Consolidating Financial Information for additional disclosure.

Maturities

The aggregate annual principal payments of long-term debt for the remainder of fiscal 2018 and thereafter are as follows: 2018 $90; 2019 $0; 2020 $2,340,000; 2021 $1,372,000; 2022 $1,310,000 and $2,223,000 thereafter.

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11. Retirement Plans

Net periodic pension expense recorded in the thirteen week periods ended June 3, 2017 and May 28, 2016, for the Company s defined benefit plan includes the following components:

	Defined Benefit Pension Plan Thirteen Week Period Ended	
	June 3, 2017	May 28, 2016
Service cost	$ 346	$ 292
Interest cost	1,603	1,621
Expected return on plan assets	(1,147)	(1,142)
Amortization of unrecognized prior service cost		
Amortization of unrecognized net loss	856	1,132
Net periodic pension expense	$ 1,658	$ 1,903

During the thirteen week period ended June 3, 2017 the Company contributed $0 to the Defined Benefit Pension Plan. During the remainder of fiscal 2018, the Company expects to contribute $4,900 to the Defined Benefit Pension Plan.

12. Segment Reporting

Prior to June 24, 2015, the Company s operations were within one reportable segment. As a result of the completion of the Acquisition, the Company has realigned its internal management reporting to reflect two reportable segments, its retail drug stores (Retail Pharmacy), and its pharmacy services (Pharmacy Services) segments, collectively the Parent Company .

The Retail Pharmacy segment s primary business is the sale of prescription drugs and related consultation to its customers. Additionally, the Retail Pharmacy segment sells a full selection of health and beauty aids and personal care products, seasonal merchandise and a large private brand product line. The Pharmacy Services segment offers a full range of pharmacy benefit management services including plan design and administration, on both a transparent pass-through model and traditional model, formulary management and claims processing. Additionally, the Pharmacy Services segment offers specialty and mail order services, infertility treatment, and drug benefits to eligible beneficiaries under the federal government s Medicare Part D program.

The Parent Company s chief operating decision makers are its Parent Company Chief Executive Officer, Parent Company President and CEO Retail Pharmacy, CEO Pharmacy Services, Chief Financial Officer and its Senior Executive Vice Presidents (collectively the CODM). The CODM has ultimate responsibility for enterprise decisions. The CODM determines, in particular, resource allocation for, and monitors performance of, the consolidated enterprise, the Retail Pharmacy segment and the Pharmacy Services segment. The Retail Pharmacy and Pharmacy Services segment managers have responsibility for operating decisions, allocating resources and assessing performance within their respective segments. The CODM relies on internal management reporting that analyzes enterprise results on certain key performance indicators, namely, revenues, gross profit, and Adjusted EBITDA.

The following table is a reconciliation of the Company s business segments to the condensed consolidated financial statements for the thirteen week periods ended June 3, 2017 and May 28, 2016:

	Retail Pharmacy	Pharmacy Services	Intersegment Eliminations(1)	Consolidated
June 3, 2017:				
Revenues	$ 6,350,208	$ 1,513,241	$ (81,996)	$ 7,781,453
Gross Profit	1,654,062	104,972		1,759,034
Adjusted EBITDA(2)	143,965	48,599		192,564
May 28, 2016:				
Revenues	$ 6,675,548	$ 1,602,359	$ (93,726)	$ 8,184,181
Gross Profit	1,805,367	88,933		1,894,300
Adjusted EBITDA(2)	244,827	41,175		286,002

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(1) Intersegment eliminations include intersegment revenues and corresponding cost of revenues that occur when Pharmacy Services segment customers use Retail Pharmacy segment stores to purchase covered products. When this occurs, both the Retail Pharmacy and Pharmacy Services segments record the revenue on a stand-alone basis.

(2) See Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures in MD&A for additional details.

The following is a reconciliation of net loss to Adjusted EBITDA for the thirteen week periods ended June 3, 2017 and May 28, 2016:

	Thirteen Week Period Ended	
	June 3, 2017	May 28, 2016
	(dollars in thousands)	
Net loss	$ (75,349)	$ (4,588)
Interest expense	109,937	105,113
Income tax benefit	(35,209)	(6,309)
Depreciation and amortization expense	142,092	138,788
LIFO charge	16,874	13,751
Lease termination and impairment charges	4,086	5,781
Other	30,133	33,466
Adjusted EBITDA	$ 192,564	$ 286,002

The following is balance sheet information for the Company s reportable segments:

	Retail Pharmacy	Pharmacy Services	Eliminations(2)	Consolidated
June 3, 2017:				
Total Assets	$ 8,497,159	$ 3,129,515	$ (166,536)	$ 11,460,138
Goodwill	76,124	1,639,355		1,715,479
Additions to property and equipment and intangible assets	65,771	3,201		68,972
March 4, 2017:				
Total Assets	$ 8,664,216	$ 3,087,143	$ (157,607)	$ 11,593,752
Goodwill	76,124	1,639,355		1,715,479
Additions to property and equipment and intangible assets(1)	468,386	12,725		481,111

(1) Includes additions to property and equipment and intangible assets for the fifty-three week period ended March 4, 2017.

(2) As of June 3, 2017 and March 4, 2017, intersegment eliminations include netting of the Pharmacy Services segment long-term deferred tax liability of $145,998 and $140,865, respectively, against the Retail Pharmacy segment long-term deferred tax asset for consolidation purposes in accordance with ASC 740, and intersegment accounts receivable of $20,538 and $16,742, respectively, that represents amounts owed from the Pharmacy Services segment to the Retail Pharmacy segment that are created when Pharmacy Services segment customers use Retail Pharmacy segment stores to purchase covered products.

13. Commitments and Contingencies

Legal Matters

The Company is a party to legal proceedings, investigations and claims in the ordinary course of its business, including the matters described below. The Company records accruals for outstanding legal matters when it believes it is probable that a loss will be incurred and the amount can be reasonably estimated. The Company evaluates, on a quarterly basis, developments in legal matters that could affect the amount of any accrual and developments that would make a loss contingency both probable and reasonably estimable. If a loss contingency is not both probable and estimable, the Company does not establish an accrued liability.

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The Company s contingencies are subject to significant uncertainties, including, among other factors: (i) proceedings are in early stages; (ii) whether class or collective action status is sought and the likelihood of a class being certified; (iii) the outcome of pending appeals or motions; (iv) the extent of potential damages, fines or penalties, which are often unspecified or indeterminate; (v) the impact of discovery on the matter; (vi) whether novel or unsettled legal theories are at issue; (vii) there are significant factual issues to be resolved; and/or (viii) in the case of certain government agency investigations, whether a sealed qui tam lawsuit (whistleblower action) has been filed and whether the government agency makes a decision to intervene in the lawsuit following investigation.

After the announcement of the proposed Merger between the Company and Walgreens Boots Alliance, Inc. (WBA), a putative class action lawsuit was filed in Pennsylvania in the Court of Common Pleas of Cumberland County (*Wilson v. Rite Aid Corp., et al.*) by purported Company stockholders against the Company, its directors (the Individual Defendants, together with the Company, the Rite Aid Defendants), WBA and Victoria Merger Sub Inc. (Victoria) challenging the transactions contemplated by the Merger agreement. The complaint alleged primarily that the Individual Defendants breached their fiduciary duties by, among other things, agreeing to an allegedly unfair and inadequate price, agreeing to deal protection devices that allegedly prevented the directors from obtaining higher offers from other interested buyers for the Company and allegedly failing to protect against certain purported conflicts of interest in connection with the Merger. The complaint further alleged that the Company, WBA and/or Victoria aided and abetted these alleged breaches of fiduciary duty. The complaint sought, among other things, to enjoin the closing of the Merger as well as money damages and attorneys and experts fees.

An action was filed in the United States District Court for the Middle District of Pennsylvania (the Pennsylvania District Court), asserting a claim for violations of Section 14(a) of the Exchange Act and SEC Rule 14a-9 against the Rite Aid Defendants, WBA and Victoria and a claim for violations of Section 20(a) of the Exchange Act against the Individual Defendants and WBA (*Herring v. Rite Aid Corp., et al.*). The complaint in the *Herring* action alleged, among other things, that the Rite Aid Defendants disseminated an allegedly false and materially misleading proxy and sought to enjoin the shareholder vote on the proposed Merger, a declaration that the proxy was materially false and misleading in violation of federal securities laws and an award of money damages and attorneys and experts fees. On January 14 and 16, 2016, respectively, the plaintiff in the *Herring* action filed a motion for preliminary injunction and a motion for expedited discovery. On January 21, 2016, the Rite Aid Defendants filed a motion to dismiss the *Herring* complaint. At a hearing held on January 25, 2016, the Pennsylvania District Court orally denied the plaintiff s motion for expedited discovery and subsequently denied the plaintiff s motion for preliminary injunction on January 28, 2016. On March 14, 2016, the Pennsylvania District Court appointed Jerry Herring, Don Michael Hussey and Joanna Pauli Hussey as lead plaintiffs for the putative class and approved their selection of Robbins Geller Rudman & Dowd LLP as lead counsel. On April 14, 2016, the Pennsylvania District Court granted the lead plaintiffs unopposed motion to stay the *Herring* action for all purposes pending consummation of the Merger.

On March 17, 2017, the *Herring* plaintiffs filed a motion to lift the stay for the purpose of filing a proposed amended complaint. Defendants opposed the motion, and briefing concluded on April 17, 2017. The motion is currently pending before the Pennsylvania District Court. The proposed amended complaint asserts state law breach of fiduciary duty claims against the Individual Defendants, a claim of aiding and abetting the alleged breaches of fiduciary duty against Rite Aid, WBA and Victoria, as well as claims for violations of Section 14(a) of the Exchange Act and SEC Rule 14a-9 against the Rite Aid Defendants, WBA and Victoria, claims for violations of Section 10(b) of the Exchange Act and SEC Rule 10b-5 against the Rite Aid Defendants, WBA, Victoria and certain WBA executives, and a claim for violations of Section 20(a) of the Exchange Act against the Individual Defendants, WBA and Victoria.

The Company has been named in a collective and class action lawsuit, *Indergit v. Rite Aid Corporation, et al.*, pending in the United States District Court for the Southern District of New York, filed purportedly on behalf of current and former store managers working in the Company s stores at various locations around the country. The lawsuit alleges that the Company failed to pay overtime to store managers as required under the FLSA and under certain New York state statutes. The lawsuit also seeks other relief, including liquidated damages, attorneys fees, costs and injunctive relief arising out of state and federal claims for overtime pay. On April 2, 2010, the Court conditionally certified a nationwide collective group of individuals who worked for the Company as store managers since March 31, 2007. The Court ordered that Notice of the *Indergit* action be sent to the purported members of the collective group (approximately 7,000 current and former store managers) and approximately 1,550 joined the *Indergit* action. Discovery as to

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certification issues has been completed. On September 26, 2013, the Court granted Rule 23 class certification of the New York store manager claims as to liability only, but denied it as to damages, and denied the Company s motion for decertification of the nationwide collective action claims. The Company filed a motion seeking reconsideration of the Court s September 26, 2013 decision which motion was denied in June 2014. The Company subsequently filed a petition for an interlocutory appeal of the Court s September 26, 2013 ruling with the U. S. Court of Appeals for the Second Circuit which petition was denied in September 2014. Notice of the Rule 23 class certification as to liability only has been sent to approximately 1,750 current and former store managers in the state of New York. Discovery related to the merits of the claims is ongoing. On January 12, 2017, the parties reached a settlement in principle of this matter, for an immaterial amount of money, which is subject to preliminary and final approval by the court. On January 19, 2017, the court entered an order staying the case indefinitely pending preliminary and final court approval. In the event the settlement does not receive preliminary and/or final approval by the court, the litigation will resume. If such occurs, the Company presently is not able to either predict the outcome of this lawsuit or estimate a potential range of loss with respect to the lawsuit. The Company s management believes, however, that this lawsuit is without merit and is vigorously defending this lawsuit.

The Company is currently a defendant in several lawsuits filed in state courts in California alleging violations of California wage-and-hour laws, rules and regulations pertaining primarily to failure to pay overtime, failure to pay for missed meals and rest periods, failure to reimburse business expenses and failure to provide employee seating (the California Cases). The class actions pertaining to failure to reimburse business expenses and provide employee seating purport to be class actions and seek substantial damages. The single-plaintiff and multi-plaintiff lawsuits regarding failure to pay overtime and failure to pay for missed meals and rest periods, in the aggregate, seek substantial damages. The Company has aggressively challenged the merits of the lawsuits and, where applicable, the allegations that the cases should be certified as class or representative actions.

In the business expense class action (*Fenley v. Rite Aid Corporation, Santa Clara Superior Court*), the parties reached a settlement pursuant to which the Company will pay an immaterial amount to settle the class claims. The court granted final approval of the settlement on February 3, 2017.

In the employee seating case (*Hall v. Rite Aid Corporation, San Diego County Superior Court*), the Court, in October 2011, granted the plaintiff s motion for class certification. The Company filed its motion for decertification, which motion was granted in November 2012. Plaintiff subsequently appealed the Court s order which appeal was granted in May 2014. The Company filed a petition for review of the appellate court s decision with the California Supreme Court, which petition was denied in August 2014. Proceedings in the *Hall* case were stayed pending a decision by the California Supreme Court in two similar cases. That decision was rendered on April 4, 2016. A status conference in the case was held on November 18, 2016, at which time the court lifted the stay and scheduled the case for trial on January 26, 2018.

With respect to the California Cases, the Company, at this time, is not able to predict either the outcome of these lawsuits or estimate a potential range of loss with respect to said lawsuits and is vigorously defending them.

The Company was served with a Civil Investigative Demand Subpoena Duces Tecum dated August 26, 2011 by the United States Attorney s Office for the Eastern District of Michigan. The subpoena requests records regarding the relationship of Rite Aid s Rx Savings Program to the reporting of usual and customary charges to publicly funded health programs. In connection with the same investigation, the Company was served with a Civil Subpoena Duces Tecum dated February 22, 2013 by the State of Indiana Office of the Attorney General requesting additional information regarding both Rite Aid s Rx Savings Program and usual and customary charges. The Company responded to both of the subpoenas. To enable the parties to discuss a possible resolution, the Medicaid Fraud Control Units of the several states, commonwealths, and the District of Columbia and the Company entered into an agreement tolling the statute of limitations until October 7, 2015. The parties agreed to extend the tolling agreement and continue to exchange pertinent claims data in the near future. On January 19, 2017, the District Court for the Eastern District of Michigan unsealed Relator s Second Amended Complaint against the Company. In its Complaint, Relator alleges that the Company failed to report Rx Savings prices as its usual and customary charges under the Medicare Part D program and to federal and state

Medicaid programs in 18 (eighteen) states and the District of Columbia; and that the Company is thus liable under the federal False Claims Act and similar False Claims Act statutes operative in the states named in the Complaint. The federal government and the 18 (eighteen) states and the District of Columbia named in the lawsuit have elected not to intervene in this action. At this stage of the proceedings, the Company is not able to either predict the outcome of this lawsuit or estimate a potential range of loss with respect to the lawsuit and is vigorously defending this lawsuit.

On April 26, 2012, the Company received an administrative subpoena from the U.S. Drug Enforcement Administration (DEA), Albany, New York District Office, requesting information regarding the Company s sale of products containing pseudoephedrine (PSE). In April 2012, it also received a communication from the U.S. Attorney s Office (USAO) for the Northern District of New York concerning an investigation of possible civil violations of the Combat Methamphetamine Epidemic Act of 2005 (CMEA). Additional subpoenas were issued in 2013, 2014, and 2015 seeking broader documentation regarding PSE sales and recordkeeping requirements. Assistant U.S. Attorneys from the Northern and Eastern Districts of New York and the

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Southern District of West Virginia are currently investigating, but no lawsuits or charges have been filed. Between September 2015 and January 2017, the Company received several grand jury subpoenas from the U.S. District Court for the Southern District of West Virginia seeking additional information in connection with the investigation of violations of the CMEA and/or the Controlled Substances Act (CSA). Violations of the CMEA or the CSA could result in the imposition of administrative, civil and/or criminal penalties against the Company. The Company is cooperating with the government and continues to provide information responsive to the subpoenas. The Company has entered into a tolling agreement with the USAOs in the Northern and Eastern Districts of New York and entered into a separate tolling agreement with the USAO in the Southern District of West Virginia. Discussions are underway to attempt to resolve these matters with those USAOs and the Department of Justice, but whether an agreement can be reached and on what terms is uncertain. While the Company s management cannot predict the outcome of these matters, it is possible that the Company s results of operations or cash flows could be materially affected by an unfavorable resolution. At this stage of the investigation, Rite Aid is not able to predict the outcome of the investigation.

In January 2013, the DEA, Los Angeles District Office, served an administrative subpoena on the Company seeking documents related to prescriptions by a certain prescriber. The USAO, Central District of California, also contacted the Company about a related investigation into allegations that Rite Aid pharmacies filled certain controlled substance prescriptions for a number of prescribers after their DEA registrations had expired or otherwise become invalid in violation of the federal Controlled Substances Act and DEA regulations. The Company responded to the administrative subpoena and subsequent informal requests for information from the USAO. The Company met with the USAO and DEA in January 2014 regarding this matter. The Company entered into a tolling agreement with the USAO. The Company recorded a legal accrual during the period ended March 1, 2014, which was revised during the period ending August 29, 2015. On February 28, 2017, the USAO, Central District of California, and the Company entered into a settlement agreement resolving this matter for an immaterial amount. The settlement agreement is not an admission of liability by the Company.

In June 2013, the Company was served with a Civil Investigative Demand (CID) by the United States Attorney s Office for the Eastern District of California (the USAO). The CID requested records and responses to interrogatories regarding the Company s Drug Utilization Review and prescription dispensing protocol and the dispensing of drugs designated as Code 1 by the State of California. The Company researched the government s allegations and refuted the government s position in writing and on conference calls. Subsequently, the USAO s office, along with the State of California, Department of Justice, Bureau of Medical Fraud and Elder Abuse (the Bureau), requested the Company to produce certain prescription files related to Code 1 drugs. There has been a series of four document productions in which the Company has produced prescription and associated documentation concerning Code 1 drugs: (i) on May 15, 2014, the government requested that the Company produce 60 prescriptions; (ii) on July 30, 2014, the government requested that the Company produce 30 prescriptions; (iii) on June 15, 2015, the government requested that the Company produce 80 prescriptions; and (iv) on September 30, 2016, the Company agreed to produce an additional 242 prescriptions. The Company is continuing discussions with the government.

Relator, Matthew Omlansky, filed a *qui tam* action, State of California ex rel. Matthew Omlansky v. Rite Aid Corporation, on behalf of the State of California against Rite Aid in the Superior Court of the State of California. In his Complaint, Relator alleges that Rite Aid violated the California False Claims Act by (i) failing to comply with California rules governing the Company s reporting of its usual and customary prices; (ii) failing to dispense the least expensive equivalent generic drug in certain circumstances, in violation of applicable regulations; and (iii) dispensing, and seeking reimbursement for, restricted brand name drugs without prior approval. Relator filed his Second Amended Complaint on April 19, 2016 and Rite Aid filed its demurrer on July 29, 2016. On October 5, 2016, Rite Aid s demurrer was granted and plaintiff s complaint was dismissed with leave for plaintiff to file an amended complaint. Plaintiff filed a Third Amended Complaint to which Rite Aid filed a second demurrer, which is pending. At this stage of the proceedings, Rite Aid is unable to predict the outcome of its demurrer and Relator s suit.

In addition to the above described matters, the Company is subject from time to time to various claims and lawsuits and governmental investigations arising in the ordinary course of business. While the Company s management cannot predict the outcome of any of the claims, the Company s management does not believe that the outcome of any of these legal matters will be material to the Company s consolidated financial position. It is possible, however, that the Company s results of operations or cash flows could be materially affected by an unfavorable resolution of pending litigation or contingencies.

14. Guarantor and Non-Guarantor Condensed Consolidating Financial Information

Rite Aid Corporation conducts the majority of its business through its subsidiaries. With the exception of EIC, substantially all of Rite Aid Corporation s 100 percent owned subsidiaries guarantee the obligations under the Amended and Restated Senior Secured Credit Facility, second priority secured term loan facilities, secured guaranteed notes and unsecured guaranteed notes (the Subsidiary Guarantors). Additionally, with the exception of EIC, the subsidiaries, including joint ventures, that do not guarantee the Amended and Restated Senior Secured Credit Facility, second priority secured term loan facilities, secured guaranteed notes and unsecured guaranteed notes, are minor.

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For the purposes of preparing the information below, Rite Aid Corporation uses the equity method to account for its investment in subsidiaries. The equity method has been used by Subsidiary Guarantors with respect to investments in the non-guarantor subsidiaries. The subsidiary guarantees related to the Company s Amended and Restated Senior Secured Credit Facility, second priority secured term loan facilities and secured guaranteed notes and, on an unsecured basis, the unsecured guaranteed notes, are full and unconditional and joint and several. Presented below is condensed consolidating financial information for Rite Aid Corporation, the Subsidiary Guarantors, and the non-guarantor subsidiaries at June 3, 2017, March 4, 2017, and for the thirteen week periods ended June 3, 2017 and May 28, 2016. Separate financial statements for Subsidiary Guarantors are not presented.

Rite Aid Corporation
Condensed Consolidating Balance Sheet
June 3, 2017
(unaudited)

	Rite Aid Corporation (Parent Company Only)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
ASSETS					
Current assets:					
Cash and cash equivalents	$	$ 181,648	$ 32,801	$	$ 214,449
Accounts receivable, net		1,459,122	322,053		1,781,175
Intercompany receivable		225,223		(225,223)(a)	
Inventories, net of LIFO reserve of $0, $1,016,650, $0, $0, and $1,016,650		2,789,176			2,789,176
Prepaid expenses and other current assets		184,090	8,677		192,767
Total current assets		4,839,259	363,531	(225,223)	4,977,567
Property, plant and equipment, net		2,218,333			2,218,333
Goodwill		1,715,479			1,715,479
Other intangibles, net		734,916	53,053		787,969
Deferred tax assets		1,556,301			1,556,301
Investment in subsidiaries	15,327,513	48,692		(15,376,205)(b)	
Intercompany receivable		7,493,715		(7,493,715)(a)	
Other assets		204,489			204,489
Total assets	$ 15,327,513	$ 18,811,184	$ 416,584	$ (23,095,143)	$ 11,460,138
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities:					
Current maturities of long-term debt and lease financing obligations	$ 90	$ 22,370	$	$	$ 22,460
Accounts payable		1,642,397	4,060		1,646,457
Intercompany payable			225,223	(225,223)(a)	
Accrued salaries, wages and other current liabilities	95,162	1,126,776	117,840		1,339,778
Total current liabilities	95,252	2,791,543	347,123	(225,223)	3,008,695
Long-term debt, less current maturities	7,177,918				7,177,918
Lease financing obligations, less current maturities		39,889			39,889
Intercompany payable	7,493,715			(7,493,715)(a)	
Other noncurrent liabilities		652,239	20,769		673,008
Total liabilities	14,766,885	3,483,671	367,892	(7,718,938)	10,899,510
Commitments and contingencies					

Total stockholders equity		560,628		15,327,513		48,692		(15,376,205)(b)		560,628
Total liabilities and stockholders equity	$	15,327,513	$	18,811,184	$	416,584	$	(23,095,143)	$	11,460,138

(a) Elimination of intercompany accounts receivable and accounts payable amounts.

(b) Elimination of investments in consolidated subsidiaries.

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Rite Aid Corporation
Condensed Consolidating Balance Sheet
March 4, 2017

	Rite Aid Corporation (Parent Company Only)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
ASSETS					
Current assets:					
Cash and cash equivalents	$	$ 213,104	$ 32,306	$	$ 245,410
Accounts receivable, net		1,506,288	264,838		1,771,126
Intercompany receivable		215,862		(215,862)(a)	
Inventories, net of LIFO reserve of $0, $999,776, $0, $0, and $999,776		2,837,211			2,837,211
Prepaid expenses and other current assets		203,033	8,508		211,541
Total current assets		4,975,498	305,652	(215,862)	5,065,288
Property, plant and equipment, net		2,251,692			2,251,692
Goodwill		1,715,479			1,715,479
Other intangibles, net		782,167	53,628		835,795
Deferred tax assets		1,505,564			1,505,564
Investment in subsidiaries	15,275,488	50,004		(15,325,492)(b)	
Intercompany receivable		7,331,675		(7,331,675)(a)	
Other assets		219,934			219,934
Total assets	$ 15,275,488	$ 18,832,013	$ 359,280	$ (22,873,029)	$ 11,593,752
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities:					
Current maturities of long-term debt and lease financing obligations	$ 90	$ 21,245	$	$	$ 21,335
Accounts payable		1,609,025	4,884		1,613,909
Intercompany payable			215,862	(215,862)(a)	
Accrued salaries, wages and other current liabilities	66,365	1,236,297	67,342		1,370,004
Total current liabilities	66,455	2,866,567	288,088	(215,862)	3,005,248
Long-term debt, less current maturities	7,263,288				7,263,288
Lease financing obligations, less current maturities		44,070			44,070
Intercompany payable	7,331,675			(7,331,675)(a)	
Other noncurrent liabilities		645,888	21,188		667,076
Total liabilities	14,661,418	3,556,525	309,276	(7,547,537)	10,979,682
Commitments and contingencies					
Total stockholders equity	614,070	15,275,488	50,004	(15,325,492)(b)	614,070
Total liabilities and stockholders equity	$ 15,275,488	$ 18,832,013	$ 359,280	$ (22,873,029)	$ 11,593,752

(a) Elimination of intercompany accounts receivable and accounts payable amounts.

(b) Elimination of investments in consolidated subsidiaries.

Rite Aid Corporation
Condensed Consolidating Statement of Operations
For the Thirteen Weeks Ended June 3, 2017
(unaudited)

	Rite Aid Corporation (Parent Company Only)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Revenues	$	$ 7,760,058	$ 39,450	$ (18,055)(a)	$ 7,781,453
Costs and expenses:					
Cost of revenues		6,003,041	37,902	(18,524)(a)	6,022,419
Selling, general and administrative expenses		1,757,620	3,201	469(a)	1,761,290
Lease termination and impairment charges		4,086			4,086
Interest expense	105,384	4,515	38		109,937
Gain on sale of assets, net		(5,721)			(5,721)
Equity in earnings of subsidiaries, net of tax	(30,035)	1,312		28,723(b)	
	75,349	7,764,853	41,141	10,668	7,892,011
Loss before income taxes	(75,349)	(4,795)	(1,691)	(28,723)	(110,558)
Income tax benefit		(34,830)	(379)		(35,209)
Net (loss) income	$ (75,349)	$ 30,035	$ (1,312)	$ (28,723)(b)	$ (75,349)
Total other comprehensive income (loss)	514	514		(514)	514
Comprehensive (loss) income	$ (74,835)	$ 30,549	$ (1,312)	$ (29,237)	$ (74,835)

(a) Elimination of intercompany revenues and expenses.

(b) Elimination of equity in earnings of subsidiaries.

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Rite Aid Corporation
Condensed Consolidating Statement of Operations
For the Thirteen Weeks Ended May 28, 2016
(unaudited)

	Rite Aid Corporation (Parent Company Only)	Subsidiary Guarantors	Non-Guarantor Subsidiaries (in thousands)	Eliminations	Consolidated
Revenues	$	$ 8,168,192	$ 58,528	$ (42,539)(a)	$ 8,184,181
Costs and expenses:					
Cost of revenues		6,275,447	55,846	(41,412)(a)	6,289,881
Selling, general and administrative expenses		1,791,637	2,737	(1,127)(a)	1,793,247
Lease termination and impairment charges		5,781			5,781
Interest expense (income)	100,448	4,666	(1)		105,113
Loss on sale of assets, net		1,056			1,056
Equity in earnings of subsidiaries, net of tax	(95,860)	52		95,808(b)	
	4,588	8,078,639	58,582	53,269	8,195,078
(Loss) income before income taxes	(4,588)	89,553	(54)	(95,808)	(10,897)
Income tax benefit		(6,307)	(2)		(6,309)
Net (loss) income	$ (4,588)	$ 95,860	$ (52)	$ (95,808)(b)	$ (4,588)
Total other comprehensive income (loss)	681	681		(681)	681
Comprehensive (loss) income	$ (3,907)	$ 96,541	$ (52)	$ (96,489)	$ (3,907)

(a) Elimination of intercompany revenues and expenses.

(b) Elimination of equity in earnings of subsidiaries.

Rite Aid Corporation
Condensed Consolidating Statement of Cash Flows
For the Thirteen Weeks Ended June 3, 2017
(unaudited)

	Rite Aid Corporation (Parent Company Only)	Subsidiary Guarantors	Non-Guarantor Subsidiaries (in thousands)	Eliminations	Consolidated
Operating activities:					
Net cash (used in) provided by operating activities	$ (71,957)	$ 164,196	$ 495	$	$ 92,734
Investing activities:					
Payments for property, plant and equipment		(60,738)			(60,738)
Intangible assets acquired		(8,234)			(8,234)
Intercompany activity		(161,810)		161,810	
Proceeds from dispositions of assets and investments		8,639			8,639
Proceeds from insured loss		2,137			2,137
Net cash (used in) provided by investing activities		(220,006)		161,810	(58,196)

Financing activities:					
Net payments on revolver	(90,000)				(90,000)
Principal payments on long-term debt		(4,267)			(4,267)
Change in zero balance cash accounts		28,768			28,768
Net proceeds from issuance of common stock	147				147
Payments for taxes related to net share settlement of equity awards		(147)			(147)
Intercompany activity	161,810			(161,810)	
Net cash provided by (used in) financing activities	71,957	24,354		(161,810)	(65,499)
(Decrease) increase in cash and cash equivalents		(31,456)	495		(30,961)
Cash and cash equivalents, beginning of period		213,104	32,306		245,410
Cash and cash equivalents, end of period	$	$ 181,648	$ 32,801	$	$ 214,449

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Rite Aid Corporation
Condensed Consolidating Statement of Cash Flows
For the Thirteen Weeks Ended May 28, 2016
(unaudited)

	Rite Aid Corporation (Parent Company Only)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Operating activities:					
Net cash (used in) provided by operating activities	$ (67,457)	$ 222,490	$ 4,967	$	$ 160,000
Investing activities:					
Payments for property, plant and equipment		(106,077)			(106,077)
Intangible assets acquired		(16,381)			(16,381)
Intercompany activity		(85,086)		85,086	
Proceeds from dispositions of assets and investments		3,088			3,088
Net cash (used in) provided by investing activities		(204,456)		85,086	(119,370)
Financing activities:					
Net payments on revolver	(20,000)				(20,000)
Principal payments on long-term debt		(5,721)			(5,721)
Change in zero balance cash accounts		2,262			2,262
Net proceeds from issuance of common stock	2,371				2,371
Excess tax benefit on stock options and restricted stock		883			883
Payments for taxes related to net share settlement of equity awards		(56)			(56)
Intercompany activity	85,086			(85,086)	
Net cash provided by (used in) financing activities	67,457	(2,632)		(85,086)	(20,261)
Increase in cash and cash equivalents		15,402	4,967		20,369
Cash and cash equivalents, beginning of period		90,569	33,902		124,471
Cash and cash equivalents, end of period	$	$ 105,971	$ 38,869	$	$ 144,840

ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are a pharmacy retail healthcare company, providing our customers and communities with a high level of care and service through various programs we offer through our two reportable business segments, our Retail Pharmacy segment and our Pharmacy Services segment. We accomplish our goal of delivering comprehensive care to our customers through our retail drugstores, RediClinic walk-in retail health clinics and transparent and traditional EnvisionRx and MedTrak PBMs. We also offer fully integrated mail-order and specialty pharmacy services through EnvisionPharmacies. Additionally through EIC, EnvisionRx also serves one of the fastest-growing demographics in healthcare: seniors enrolled in Medicare Part D. When combined with our retail platform, this comprehensive suite of services allows us to provide value and choice to customers, patients and payors and allows us to succeed in today s evolving healthcare marketplace.

We have two reportable business segments: Retail Pharmacy segment and Pharmacy Services segment.

Retail Pharmacy Segment

Our Retail Pharmacy segment sells brand and generic prescription drugs, as well as an assortment of front-end products including health and beauty aids, personal care products, seasonal merchandise, and a large private brand product line. Our Retail Pharmacy segment generates the majority of its revenue through the sale of prescription drugs and front-end products at our 4,523

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retail stores. We replenish our retail stores through a combination of direct store delivery of pharmaceutical products facilitated through our pharmacy Purchasing and Delivery Agreement with McKesson Corporation, and the majority of our front end products through our network of ten distribution centers, including our new state of the art Southeast distribution center in Spartanburg, South Carolina. In addition, the Retail Pharmacy segment includes 99 RediClinic walk-in retail clinics, of which 63 are located within Rite Aid retail stores in the Baltimore/Washington D.C, Philadelphia, Seattle and New Jersey markets.

Pharmacy Services Segment

Our Pharmacy Services segment, which was formed on June 24, 2015 through our acquisition of EnvisionRx, provides a full range of pharmacy benefit services. The Pharmacy Services segment provides both transparent and traditional pharmacy benefit management (PBM) options through its EnvisionRx and MedTrak PBMs, respectively. EnvisionRx also offers fully integrated mail-order and specialty pharmacy services through EnvisionPharmacies; access to the nation s largest cash pay infertility discount drug program via Design Rx; an innovative claims adjudication software platform in Laker Software; and a national Medicare Part D prescription drug plan through EIC s EnvisionRx Plus product offering. The segment s clients are primarily employers, insurance companies, unions, government employee groups, health plans, Managed Medicaid plans, Medicare plans, other sponsors of health benefit plans and individuals throughout the United States.

Pending Asset Sale to WBA

On June 28, 2017, we entered into the Asset Purchase Agreement with WBA and Buyer. Pursuant to the terms and subject to the conditions set forth in the Asset Purchase Agreement, Buyer will purchase from Rite Aid the Acquired Stores, three (3) distribution centers, related inventory and other specified assets related thereto for a purchase price of approximately $5.175 billion, on a cash-free, debt-free basis, plus Buyer s assumption of certain liabilities of Rite Aid and its affiliates. Consummation of the Sale is subject to various closing conditions, including but not limited to (i) the waiting period (and any extension thereof) applicable to the Sale and the other transactions contemplated by the Asset Purchase Agreement under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, shall have expired or been earlier terminated, (ii) the absence of a material adverse effect on the stores and distribution centers being acquired in the Sale, (iii) a duplicate copy of our prescription dispensing system being operational, and (iv) receipt of required licenses and lease consents.

We, WBA and Buyer have each made customary representations and warranties. We have agreed to various covenants and agreements, including, among others, our agreement to conduct our business at the Acquired Stores in the ordinary course during the period between the execution of the Asset Purchase Agreement and the closing of the Sale, subject to certain exceptions, our agreement not to solicit proposals from third parties for the purchase of the remainder of Rite Aid or over 50% of its stock or assets for sixty (60) days after the date of the Asset Purchase Agreement subject to certain exceptions and our, WBA and Buyer s agreement to use our respective reasonable best efforts to obtain all authorizations and approvals from governmental authorities. We have agreed to provide transition services to Buyer for up to (3) three years after closing of the Sale.

The Asset Purchase Agreement contains specified termination rights for us and WBA, including a mutual termination right in the event any court of competent jurisdiction or other governmental entity shall have issued a final and nonappealable legal restraint that prevents, makes illegal, prohibits, restrains or enjoins the completion of the Sale, and a termination right for WBA in the event we enter into an agreement to sell all of the remainder of Rite Aid or over 50% of its stock or assets to a third party. Under the terms of the Asset Purchase Agreement, we have the option to purchase pharmaceutical drugs through an affiliate of WBA under terms, including cost, that are substantially equivalent to Walgreen s for a period of ten (10) years.

Overview of Financial Results

Our net loss for the thirteen week period ended June 3, 2017 was $75.3 million or $0.07 per basic and diluted share, compared to net loss of $4.6 million or $0.00 per basic and diluted share for the thirteen week period ended May 28, 2016. The decline in the thirteen week operating results was due primarily to a decrease in Adjusted EBITDA, partially offset by higher income tax benefit.

Our adjusted EBITDA for the thirteen week period ended June 3, 2017 was $192.6 million or 2.5 percent of revenues, compared to $286.0 million or 3.5 percent of revenues for the thirteen week period ended May 28, 2016. The decline in Adjusted EBITDA was due primarily to a decrease of $100.9 million in the Retail Pharmacy segment driven by lower pharmacy margin as a result of lower reimbursement rates, and a decrease in prescription count. The decline in pharmacy reimbursement rates were partially offset by generic drug purchasing efficiencies and a reduction of SG&A expenses of $41.5 million resulting from expense reduction initiatives that reduced store payroll and operating expenses in our Retail Pharmacy segment. The decline in Retail Pharmacy segment Adjusted EBITDA was partially offset by an increase of $7.4 million of Pharmacy Services segment Adjusted EBITDA driven by strong operating results in the current year. Please see the sections entitled Segment Analysis and Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures below for additional details.

We do not expect generic drug purchasing efficiencies and reduction of SG&A expenses to fully offset reimbursement rate pressure for the remainder of the year.

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Consolidated Results of Operations

Revenues and Other Operating Data

	Thirteen Week Period Ended			
	June 3, 2017		May 28, 2016	
	(Dollars in thousands except per share amounts)			
Revenues(a)	$	7,781,453	$	8,184,181
Revenue (decline) growth		(4.9)%		23.1%
Net loss	$	(75,349)	$	(4,588)
Net loss per diluted share	$	(0.07)	$	(0.00)
Adjusted EBITDA(b)	$	192,564	$	286,002
Adjusted Net (Loss) Income(b)	$	(52,437)	$	16,335
Adjusted Net (Loss) Income per Diluted Share(b)	$	(0.05)	$	0.02

(a) Revenues for the thirteen week periods ended June 3, 2017 and May 28, 2016 exclude $81,996 and $93,726, respectively, of inter-segment activity that is eliminated in consolidation.

(b) See Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures for additional details.

Revenues

Revenues decreased 4.9% for the thirteen weeks ended June 3, 2017, compared to an increase of 23.1% for the thirteen weeks ended May 28, 2016. Revenues for the thirteen week period ended June 3, 2017 were negatively impacted by a $325.3 million decrease in Retail Pharmacy segment revenues and an $89.1 million decrease in Pharmacy Services segment revenues. Same store sales trends for the thirteen week periods ended June 3, 2017 and May 28, 2016 are described in the Segment Analysis section below.

Please see the section entitled Segment Analysis below for additional details regarding revenues.

Costs and Expenses

Thirteen Week Period Ended

	June 3, 2017	May 28, 2016
	(Dollars in thousands)	
Cost of revenues(a)	$ 6,022,419	$ 6,289,881
Gross profit	1,759,034	1,894,300
Gross margin	22.6%	23.1%
Selling, general and administrative expenses	$ 1,761,290	$ 1,793,247
Selling, general and administrative expenses as a percentage of revenues	22.6%	21.9%
Lease termination and impairment charges	4,086	5,781
Interest expense	109,937	105,113
(Gain) loss on sale of assets, net	(5,721)	1,056

(a) Cost of revenues for the thirteen week periods ended June 3, 2017 and May 28, 2016 exclude $81,996 and $93,726, respectively, of inter-segment activity that is eliminated in consolidation.

Gross Profit and Cost of Revenues

Gross profit decreased by $135.3 million for the thirteen week period ended June 3, 2017 compared to the thirteen week period ended May 28, 2016. Gross profit for the thirteen week period ended June 3, 2017 includes a decline of $151.3 million in our Retail Pharmacy segment, partially offset by increased gross profit of $16.0 million in our Pharmacy Services segment. Gross margin was 22.6% for the thirteen week period ended June 3, 2017 compared to 23.1% for the thirteen week period ended May 28, 2016 due primarily to lower reimbursement rates in the Retail Pharmacy segment that were not fully offset by generic drug purchasing efficiencies. Please see the section entitled Segment Analysis for a more detailed description of gross profit and gross margin results by segment.

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Selling, General and Administrative Expenses

SG&A decreased by $32.0 million for the thirteen week period ended June 3, 2017 compared to the thirteen week period ended May 28, 2016. The decrease in SG&A includes a decrease of $41.5 million relating to our Retail Pharmacy segment, partially offset by an increase of $9.5 million relating to our Pharmacy Services segment. Please see the section entitled Segment Analysis below for additional details regarding SG&A.

Lease Termination and Impairment Charges

Lease termination and impairment charges consist of amounts as follows:

	Thirteen Week Period Ended	
	June 3, 2017	**May 28, 2016**
Impairment charges	$ 659	$ 619
Lease termination charges	3,427	5,162
	$ 4,086	$ 5,781

Please refer to Management s Discussion and Analysis of Financial Condition and Results of Operations Lease Termination and Impairment Charges included in our Fiscal 2017 10-K for a detailed description of our impairment and lease termination methodology.

Interest Expense

Interest expense was $109.9 million for the thirteen week period ended June 3, 2017 compared to $105.1 million for the thirteen week period ended May 28, 2016. Interest expense was higher due to higher outstanding borrowings on our Amended and Restated Senior Secured Credit Facility. The weighted average interest rate on our indebtedness for the thirteen week periods ended June 3, 2017 and May 28, 2016 was 5.4%.

Income Taxes

We recorded an income tax benefit of $35.2 million and $6.3 million for the thirteen week periods ended June 3, 2017 and May 28, 2016, respectively. The effective tax rate for the thirteen week periods ended June 3, 2017 and May 28, 2016 was 31.8% and 57.9%, respectively. The effective tax rate for the period ended June 3, 2017 is net of an adjustment of (8.4%) to increase the valuation allowance to offset the current year deferred state tax benefits. The higher effective income tax benefit rate for the period ended May 28, 2016 was the result of a discrete income tax benefit recorded for the lapse of a statute of limitations on an uncertain tax position which raised the Company s effective income tax benefit rate by 13.3%.

We recognize tax liabilities in accordance with the guidance for uncertain tax positions and management adjusts these liabilities with changes in judgment as a result of the evaluation of new information not previously available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the current estimate of the tax liabilities.

While it is expected that the amount of unrecognized tax benefits will change in the next twelve months, management does not expect the change to have a significant impact on the results of operations or the financial position of the Company.

We regularly evaluate valuation allowances established for deferred tax assets for which future realization is uncertain. We will continue to monitor all available evidence related to the net deferred tax assets that may change the most recent assessment, including events that have occurred or are anticipated to occur. We continue to maintain a valuation allowance against net deferred tax assets of $236.0 million and $226.7 million, which relates primarily to state deferred tax assets at June 3, 2017 and March 4, 2017, respectively.

Segment Analysis

We evaluate the Retail Pharmacy and Pharmacy Services segments performance based on revenue, gross profit, and Adjusted EBITDA. The following is a reconciliation of our segments to the condensed consolidated financial statements:

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	Retail Pharmacy Segment	Pharmacy Services Segment	Intersegment Eliminations (1)	Consolidated Totals
Thirteen Week Period Ended				
June 3, 2017:				
Revenue	$ 6,350,208	$ 1,513,241	$ (81,996)	$ 7,781,453
Gross Profit	1,654,062	104,972		1,759,034
Adjusted EBITDA(*)	143,965	48,599		192,564
May 28, 2016:				
Revenue	$ 6,675,548	$ 1,602,359	$ (93,726)	$ 8,184,181
Gross Profit	1,805,367	88,933		1,894,300
Adjusted EBITDA(*)	244,827	41,175		286,002

(1) Intersegment eliminations include intersegment revenues and corresponding cost of revenues that occur when Pharmacy Services segment customers use Retail Pharmacy segment stores to purchase covered products. When this occurs, both the Retail Pharmacy and Pharmacy Services segments record the revenue on a stand-alone basis.

(*) See Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures for additional details.

Retail Pharmacy Segment Results of Operations

Revenues and Other Operating Data

	Thirteen Week Period Ended June 3, 2017	Thirteen Week Period Ended May 28, 2016
	(dollars in thousands)	
Revenues	$ 6,350,208	$ 6,675,548
Revenue (decline) growth	(4.9)%	0.4%
Same store sales (decline) growth	(3.9)%	0.4%
Pharmacy sales (decline) growth	(5.4)%	0.0%
Same store prescription count (decline)growth, adjusted to 30-day equivalents	(1.1)%	1.4%
Same store pharmacy sales (decline) growth	(5.0)%	0.1%
Pharmacy sales as a % of total retail sales	67.9%	68.9%
Third party sales as a % of total pharmacy sales	98.3%	98.0%
Front-end sales (decline) growth	(1.8)%	1.2%
Same store front-end sales (decline) growth	(1.5)%	1.2%
Front-end sales as a % of total retail sales	32.1%	31.1%
Adjusted EBITDA(*)	$ 143,965	$ 244,827
Store data:		
Total stores (beginning of period)	4,536	4,561
New stores	1	4
Store acquisitions		1

Closed stores	(14)	(6)
Total stores (end of period)	4,523	4,560
Relocated stores	4	4
Remodeled and expanded stores	68	79

(*) See Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures for additional details.

Revenues

Revenues decreased 4.9% for the thirteen weeks ended June 3, 2017 compared to an increase of 0.4% for the thirteen weeks ended May 28, 2016. The decrease in revenues for the thirteen week period ended June 3, 2017 was primarily a result of the decrease in pharmacy same store sales.

Pharmacy same store sales decreased by 5.0% for the thirteen week period ended June 3, 2017 compared to the 0.1% increase in the thirteen week period ended May 28, 2016. The decrease in the current period is due primarily to the 1.1% decrease in same store prescription count compared to the prior year period due to our recent exclusion from certain limited networks. The movement of customers to limited networks and our inability to expand our participation in these networks has been a challenge to us and we expect

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it to continue to be. Same store prescription sales were also impacted by an approximate 2.2% negative impact from generic introductions, and continued lower reimbursement rates.

Front-end same store sales decreased 1.5% during the thirteen week period ended June 3, 2017 compared to an increase of 1.2% during the thirteen week period ended May 28, 2016. The decrease in front end same store sales is due to a highly competitive retail sales environment.

We include in same store sales all stores that have been open at least one year. Relocation stores are not included in same store sales until one year has lapsed.

Costs and Expenses

	Thirteen Week Period Ended	
	June 3, 2017	May 28, 2016
	(dollars in thousands)	
Cost of revenues	$ 4,696,146	$ 4,870,181
Gross profit	1,654,062	1,805,367
Gross margin	26.1%	27.0%
FIFO gross profit(*)	1,670,936	1,819,118
FIFO gross margin(*)	26.3%	27.3%
Selling, general and administrative expenses	1,682,391	1,723,903
Selling, general and administrative expenses as a percentage of revenues	26.5%	25.8%

(*) See Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures for additional details.

Gross Profit and Cost of Revenues

Gross profit decreased $151.3 million for the thirteen week period ended June 3, 2017 compared to the thirteen week period ended May 28, 2016. Gross profit was negatively impacted by the decrease in pharmacy gross profit due to lower reimbursement rates that were not fully offset by generic drug purchasing efficiencies and a decrease in prescription count. Partially offsetting the decrease in pharmacy gross profit was an increase in front-end gross profit.

Gross margin was 26.1% of sales for the thirteen week period ended June 3, 2017 compared to 27.0% of sales for the thirteen week period ended May 28, 2016. The decrease in gross margin for the thirteen week period was due primarily to lower reimbursement rates that were not fully offset by generic drug purchasing efficiencies, and a higher estimated LIFO charge.

We use the last-in, first-out (LIFO) method of inventory valuation, which is estimated on a quarterly basis and is finalized at year end when inflation rates and inventory levels are final. Therefore, LIFO costs for interim period financial statements are estimated. LIFO charges were $16.9 million for the thirteen week period ended June 3, 2017 compared to a $13.8 million charge for the thirteen week period ended May 28, 2016.

Selling, General and Administrative Expenses

SG&A as a percentage of revenues was 26.5% in the thirteen week period ended June 3, 2017 compared to 25.8% in the thirteen week period ended May 28, 2016. The increase in SG&A as a percentage of revenues was due primarily to declining Retail Pharmacy segment sales leverage and the timing of Memorial Day holiday pay, which fell in the first quarter of fiscal 2018 versus the second quarter of fiscal 2017. SG&A dollars decreased by $41.5 million due to expense reduction initiatives that reduced store payroll and operating expenses.

Pharmacy Services Segment Results of Operations

Acquisition of EnvisionRx

On June 24, 2015, we completed our acquisition of EnvisionRx, pursuant to the terms of the agreement (Agreement) dated February 10, 2015. EnvisionRx, our Pharmacy Services segment, is a full-service pharmacy benefit provider. EnvisionRx provides both transparent and traditional PBM options through its EnvisionRx and MedTrak PBMs. EnvisionRx also offers fully integrated mail-order and specialty pharmacy services through EnvisionPharmacies; access to the nation s largest cash pay infertility discount drug program via Design Rx; an innovative claims adjudication software platform in Laker Software; and a national Medicare Part D

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prescription drug plan through EIC s EnvisionRx Plus Silver product for the low income auto-assign market and its Clear Choice product for the chooser market. EnvisionRx operates as our 100 percent owned subsidiary. The acquisition of EnvisionRx enabled us to expand our retail healthcare platform and enhance our health and wellness offerings by combining EnvisionRx s broad suite of PBM and pharmacy-related businesses with our established retail platform to provide our customers and patients with an integrated offering across retail, specialty and mail-order channels.

Revenues and Other Operating Data

	Thirteen Week Period Ended	
	June 3, 2017	May 28, 2016
	(dollars and plan members in thousands)	
Revenues	$ 1,513,241	$ 1,602,359
Revenue (decline) growth	(5.6)%	N/A
Adjusted EBITDA(*)	$ 48,599	$ 41,175
Plan Members	4,081	4,021

(*) See Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures for additional details.

Revenues

Pharmacy Services segment revenue for the thirteen week period ended June 3, 2017 was $1,513.2 million as compared to revenue of $1,602.4 million for the thirteen week period ended May 28, 2016. The decrease in the revenue for the segment is primarily due to a decrease in covered lives at EIC because of our decision to participate in fewer Medicare Part D regions than last year which was due to financial constraints.

Costs and Expenses

	Thirteen Week Period Ended	
	June 3, 2017	May 28, 2016
	(dollars in thousands)	
Cost of revenues	$ 1,408,269	$ 1,513,426
Gross profit	104,972	88,933
Gross margin	6.9%	5.6%
Selling, general and administrative expenses	78,899	69,344
Selling, general and administrative expenses as a percentage of revenues	5.2%	4.3%

(*) See Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures for additional details.

Gross Profit and Cost of Revenues

Gross profit for the thirteen week period ended June 3, 2017 was $105.0 million as compared to gross profit of $88.9 million for the thirteen week period ended May 28, 2016. The increase in gross profit for the segment is primarily due to improved customer mix and growth at EnvisionPharmacies and DesignRx.

Gross margin was 6.9% of sales for the thirteen week period ended June 3, 2017 compared to 5.6% of sales for the thirteen week period ended May 28, 2016. The increase in gross margin for the segment is due primarily to improved customer mix and higher rebates at DesignRx.

Selling, General and Administrative Expenses

Pharmacy Services segment selling, general and administrative expenses for the thirteen week period ended June 3, 2017 was $78.9 million as compared to $69.3 million for the thirteen week period ended May 28, 2016. The increase in selling, general and administrative expenses is primarily the result of additional costs to service new customers in the commercial portion of our business. Selling, general and administrative expenses as a percentage of Pharmacy Services segment revenue was 5.2% and 4.3% for the thirteen week periods ended June 3, 2017 and May 28, 2016, respectively.

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Liquidity and Capital Resources

General

We have two primary sources of liquidity: (i) cash provided by operating activities and (ii) borrowings under our Amended and Restated Senior Secured Credit Facility. Our principal uses of cash are to provide working capital for operations, to service our obligations to pay interest and principal on debt and to fund capital expenditures. Total liquidity as of June 3, 2017 was $1,341.9 million, which consisted of revolver borrowing capacity of $1,300.6 million and invested cash of $41.3 million.

Credit Facilities

Our Amended and Restated Senior Secured Credit Facility has a borrowing capacity of $3.7 billion and matures in January 2020. Borrowings under the revolver bear interest at a rate per annum between (i) LIBOR plus 1.50% and LIBOR plus 2.00% with respect to Eurodollar borrowings and (ii) the alternate base rate plus 0.50% and the alternate base rate plus 1.00% with respect to ABR borrowings, in each case, based upon the average revolver availability (as defined in the Amended and Restated Senior Secured Credit Facility). We are required to pay fees between 0.250% and 0.375% per annum on the daily unused amount of the revolver, depending on the Average Revolver Availability (as defined in the Amended and Restated Senior Secured Credit Facility). Amounts drawn under the revolver become due and payable on January 13, 2020.

Our ability to borrow under the revolver is based upon a specified borrowing base consisting of accounts receivable, inventory and prescription files. At June 3, 2017, we had $2,340.0 million of borrowings outstanding under the revolver and had letters of credit outstanding against the revolver of $59.4 million, which resulted in additional borrowing capacity of $1,300.6 million. If at any time the total credit exposure outstanding under our Amended and Restated Senior Secured Credit Facility and the principal amount of our other senior obligations exceeds the borrowing base, we will be required to make certain other mandatory prepayments to eliminate such shortfall.

The Amended and Restated Senior Secured Credit Facility restricts us and all of our subsidiaries that guarantee our obligations under the Amended and Restated Senior Secured Credit Facility, second priority secured term loan facilities, secured guaranteed notes and unsecured guaranteed notes (the Subsidiary Guarantors) from accumulating cash on hand in excess of $200.0 million at any time when revolving loans are outstanding (not including cash located in our store and lockbox deposit accounts and cash necessary to cover our current liabilities) and from accumulating cash on hand with revolver borrowings in excess of $100.0 million over three consecutive business days. The Amended and Restated Senior Secured Credit Facility also states that if at any time (other than following the exercise of remedies or acceleration of any senior obligations or second priority debt and receipt of a triggering notice by the senior collateral agent from a representative of the senior obligations or the second priority debt) either (a) an event of default exists under our Amended and Restated Senior Secured Credit Facility or (b) the sum of revolver availability under our Amended and Restated Senior Secured Credit Facility and certain amounts held on deposit with the senior collateral agent in a concentration account is less than $275.0 million for three consecutive business days or less than or equal to $200.0 million on any day (a cash sweep period), the funds in our deposit accounts will be swept to a concentration account with the senior collateral agent and will be applied first to repay outstanding revolving loans under the Amended and Restated Senior Secured Credit Facility, and then held as collateral for the senior obligations until such cash sweep period is rescinded pursuant to the terms of our Amended and Restated Senior Secured Credit Facility.

The Amended and Restated Senior Secured Credit Facility allows us to have outstanding, at any time, up to $1.5 billion in secured second priority debt, split-priority term loan debt, unsecured debt and disqualified preferred stock in addition to borrowings under the Amended and Restated Senior Secured Credit Facility and existing indebtedness, provided that not in excess of $750.0 million of such secured second priority debt, split-priority term loan debt, unsecured debt and disqualified preferred stock shall mature or require scheduled payments of principal prior to 90 days after the latest of (a) the fifth anniversary of the effectiveness of the Amended and Restated Senior Secured Credit Facility and (b) the latest maturity date of any Term Loan or Other Revolving Loan (each as defined in the Amended and Restated Senior Secured Credit Facility) (excluding bridge facilities allowing extensions on customary terms to at least the date that is 90 days after such date and, with respect to any escrow notes issued by Rite Aid, excluding any special mandatory redemption of the type described in clause (iii) of the definition of Escrow Notes in the Amended and Restated Senior Secured Credit Facility). Subject to the limitations described in clauses (a) and (b) of the immediately preceding sentence, the Amended and Restated Senior Secured Credit Facility additionally allows us to issue or incur an unlimited amount of unsecured debt and disqualified preferred stock so long as a Financial Covenant Effectiveness Period (as defined in the Amended and Restated Senior Secured Credit Facility) is not in effect; provided, however, that certain of our other outstanding indebtedness limits the amount of unsecured debt that can be incurred if certain interest coverage levels are not met at the time of incurrence or other exemptions are not available. The Amended and Restated Senior Secured Credit Facility also contains certain restrictions on the amount of secured first priority debt we are able to incur. The Amended and Restated Senior Secured Credit Facility also allows for

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the voluntary repurchase of any debt or other convertible debt, so long as the Amended and Restated Senior Secured Credit Facility is not in default and we maintain availability under our revolver of more than $365.0 million.

The Amended and Restated Senior Secured Credit Facility has a financial covenant that requires us to maintain a minimum fixed charge coverage ratio of 1.00 to 1.00 (a) on any date on which availability under the revolver is less than $200.0 million or (b) on the third consecutive business day on which availability under the revolver is less than $250.0 million and, in each case, ending on and excluding the first day thereafter, if any, which is the 30th consecutive calendar day on which availability under the revolver is equal to or greater than $250.0 million. As of June 3, 2017, we had availability under our revolver of 1,300.6 million, our fixed charge coverage ratio was greater than 1.00 to 1.00, and we were in compliance with the senior secured credit facility s financial covenant. The Amended and Restated Senior Secured Credit Facility also contains covenants which place restrictions on the incurrence of debt, the payments of dividends, sale of assets, mergers and acquisitions and the granting of liens.

The Amended and Restated Senior Secured Credit Facility provides for customary events of default including nonpayment, misrepresentation, breach of covenants and bankruptcy. It is also an event of default if we fail to make any required payment on debt having a principal amount in excess of $50.0 million or any event occurs that enables, or which with the giving of notice or the lapse of time would enable, the holder of such debt to accelerate the maturity or require the repayment repurchase, redemption or defeasance of such debt.

We also have two second priority secured term loan facilities, the Tranche 1 Term Loan and the Tranche 2 Term Loan. The Tranche 1 Term Loan matures on August 21, 2020 and currently bears interest at a rate per annum equal to LIBOR plus 4.75% with a LIBOR floor of 1.00%, if we choose to make LIBOR borrowings, or at Citibank s base rate plus 3.75%. The Tranche 2 Term Loan matures on June 21, 2021 and currently bears interest at a rate per annum equal to LIBOR plus 3.875% with a LIBOR floor of 1.00%, if we choose to make LIBOR borrowings, or at Citibank s base rate plus 2.875%.

The second priority secured term loan facilities and the indentures that govern our secured and guaranteed unsecured notes contain restrictions on the amount of additional secured and unsecured debt that can be incurred by us. As of June 3, 2017, the amount of additional secured debt that could be incurred under the most restrictive covenant of the second priority secured term loan facilities and these indentures was approximately $1.7 billion (which amount does not include the ability to enter into certain sale and leaseback transactions). Assuming a fully drawn revolver and the outstanding letters of credit, we could incur an additional $350.0 million in secured debt. The ability to issue additional unsecured debt under these indentures is generally governed by an interest coverage ratio test. As of June 3, 2017, we had the ability to issue additional unsecured debt under the second lien credit facilities and other indentures.

Net Cash Provided by/Used in Operating, Investing and Financing Activities

Cash flow provided by operating activities was $92.7 million and $160.0 million in the thirteen week periods ended June 3, 2017 and May 28, 2016, respectively. Operating cash flow was positively impacted by a reduction in inventory resulting from initiatives to better manage inventory levels, partially offset by an increase in our net loss and an increase in accounts receivable due primarily to continued customer growth in the commercial portion of our Pharmacy Services segment.

Cash used in investing activities was $58.2 million and $119.4 million for the thirteen week periods ended June 3, 2017 and May 28, 2016, respectively. Cash used for the purchase of property, plant, and equipment was lower than in the prior year primarily due to less Wellness store remodels in the current year.

Cash used in financing activities was $65.5 million and $20.3 million for the thirteen week periods ended June 3, 2017 and May 28, 2016, respectively. Cash used by financing activities for the thirteen weeks ended June 3, 2017 reflects net payments on the revolver and scheduled payments on our long-term debt and capital leases.

Capital Expenditures

During the thirteen week periods ended June 3, 2017 and May 28, 2016 capital expenditures were as follows:

	Thirteen Week Period Ended	
	June 3, 2017	**May 28, 2016**
New store construction, store relocation and store remodel projects	$ 42,626	$ 61,411
Technology enhancements, improvements to distribution centers and other corporate requirements	18,112	44,666
Purchase of prescription files from other retail pharmacies	8,234	16,381
Total capital expenditures	$ 68,972	$ 122,458

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Future Liquidity

We are highly leveraged. Our high level of indebtedness could: (i) limit our ability to obtain additional financing; (ii) limit our flexibility in planning for, or reacting to, changes in our business and the industry; (iii) place us at a competitive disadvantage relative to our competitors with less debt; (iv) render us more vulnerable to general adverse economic and industry conditions; and (v) require us to dedicate a substantial portion of our cash flow to service our debt. Based upon our current levels of operations, we believe that cash flow from operations together with available borrowings under the revolver and other sources of liquidity will be adequate to meet our requirements for working capital, debt service and capital expenditures at least for the next twelve months, or until the closing of the Asset Purchase Agreement, at which time we anticipate a significant reduction in our debt levels. Based on our liquidity position, which we expect to remain strong throughout the year, we do not expect to be subject to the fixed charge covenant in our Amended and Restated Senior Secured Credit Facility in the next twelve months. We will continue to assess our liquidity position and potential sources of supplemental liquidity in light of our operating performance, and other relevant circumstances. From time to time, we may seek deleveraging transactions, including entering into transactions to exchange debt for shares of common stock, issuance of equity (including preferred stock and convertible securities), repurchase or redemption of outstanding indebtedness, or seek to refinance our outstanding debt (including our Amended and Restated Senior Secured Credit Facility) or may otherwise seek transactions to reduce interest expense and extend debt maturities. Any of these transactions could impact our financial results.

Critical Accounting Policies and Estimates

For a description of the critical accounting policies that require the use of significant judgments and estimates by management, refer to Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates included in our Fiscal 2017 10-K.

Factors Affecting Our Future Prospects

For a discussion of risks related to our financial condition, operations and industry, refer to Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations included in our Fiscal 2017 10-K.

Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share and Other Non-GAAP Measures

In addition to net income (loss) determined in accordance with GAAP, we use certain non-GAAP measures, such as Adjusted EBITDA , in assessing our operating performance. We believe the non-GAAP metrics serve as an appropriate measure in evaluating the performance of our business. We define Adjusted EBITDA as net income (loss) excluding the impact of income taxes, interest expense, depreciation and amortization, LIFO adjustments, charges or credits for facility closing and impairment, inventory write-downs related to store closings, debt retirements, and other items (including stock-based compensation expense, severance for distribution center closures, gain or loss on sale of assets, and revenue deferrals related to our customer loyalty program). We reference this particular non-GAAP financial measure frequently in our decision-making because it provides supplemental information that facilitates internal comparisons to the historical periods and external comparisons to competitors. In addition, incentive compensation is primarily based on Adjusted EBITDA and we base certain of our forward-looking estimates on Adjusted EBITDA to facilitate quantification of planned business activities and enhance subsequent follow-up with comparisons of actual to planned Adjusted EBITDA.

The following is a reconciliation of our net loss to Adjusted EBITDA for the thirteen week periods ended June 3, 2017 and May 28, 2016:

	Thirteen Week Period Ended			
	June 3, 2017		May 28, 2016	
	(dollars in thousands)			
Net loss	$	(75,349)	$	(4,588)
Interest expense		109,937		105,113
Income tax benefit		(35,209)		(6,309)
Depreciation and amortization expense		142,092		138,788
LIFO charge		16,874		13,751
Lease termination and impairment charges		4,086		5,781
Other		30,133		33,466
Adjusted EBITDA	$	192,564	$	286,002

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The following is a reconciliation of our net loss to Adjusted Net (Loss) Income and Adjusted Net (Loss) Income per Diluted Share for the thirteen week periods ended June 3, 2017 and May 28, 2016. Adjusted Net Income (Loss) is defined as net income (loss) excluding the impact of amortization of EnvisionRx intangible assets, merger and acquisition-related costs, loss on debt retirements and LIFO adjustments. We calculate Adjusted Net Income (Loss) per Diluted Share using our above-referenced definition of Adjusted Net Income (Loss). We believe Adjusted Net Income (Loss) and Adjusted Net Income (Loss) per Diluted Share serve as appropriate measures to be used in evaluating the performance of our business and help our investors better compare our operating performance over multiple periods. Adjusted Net Income (Loss) per Diluted Share is calculated using our above-referenced definition of Adjusted Net Income (Loss):

	Thirteen Week Period Ended			
		June 3, 2017		May 28, 2016
	(dollars in thousands)			
Net loss	$	(75,349)	$	(4,588)
Add back Income tax benefit		(35,209)		(6,309)
Loss before income taxes		(110,558)		(10,897)
Adjustments:				
Amortization of EnvisionRx intangible assets		20,716		20,315
LIFO charge		16,874		13,751
Merger and Acquisition-related costs		7,239		2,756
Adjusted (loss) income before income taxes		(65,729)		25,925
Adjusted income tax (benefit) expense (a)		(13,292)		9,590
Adjusted net (loss) income	$	(52,437)	$	16,335
Net loss per diluted share	$	(0.07)	$	(0.00)
Adjusted net (loss) income per diluted share	$	(0.05)	$	0.02

(a) The fiscal year 2018 and 2017 annual effective tax rates, adjusted to exclude amortization of EnvisionRx intangible assets, LIFO charges and Merger and Acquisition-related costs from book income, are used for the thirteen weeks ended June 3, 2017 and May 28, 2016, respectively.

In addition to Adjusted EBITDA, Adjusted Net Income (Loss) and Adjusted Net Income (Loss) per Diluted Share, we occasionally refer to several other Non-GAAP measures, on a less frequent basis, in order to describe certain components of our business and how we utilize them to describe our results. These measures include but are not limited to Adjusted EBITDA Gross Margin and Gross Profit (gross margin/gross profit excluding non-Adjusted EBITDA items), Adjusted EBITDA SG&A (SG&A expenses excluding non-Adjusted EBITDA items), FIFO Gross Margin and FIFO Gross Profit (gross margin/gross profit before LIFO charges), and Free Cash Flow (Adjusted EBITDA less cash paid for interest, rent on closed stores, capital expenditures, acquisition costs and the change in working capital).

We include these non-GAAP financial measures in our earnings announcements in order to provide transparency to our investors and enable investors to better compare our operating performance with the operating performance of our competitors including with those of our competitors having different capital structures. Adjusted EBITDA, Adjusted Net Income (Loss), Adjusted Net Income (Loss) per Diluted Share or other non-GAAP measures should not be considered in isolation from, and are not intended to represent an alternative measure of, operating results or of cash flows from operating activities, as determined in accordance with GAAP. Our definition of these non-GAAP measures may not be comparable to similarly titled measurements reported by other companies.

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ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Our future earnings, cash flow and fair values relevant to financial instruments are dependent upon prevalent market rates. Market risk is the risk of loss from adverse changes in market prices and interest rates. Our major market risk exposure is changing interest rates. Increases in interest rates would increase our interest expense. We enter into debt obligations to support capital expenditures, acquisitions, working capital needs and general corporate purposes. Our policy is to manage interest rates through the use of a combination of variable-rate credit facilities, fixed-rate long-term obligations and derivative transactions. We currently do not have any derivative transactions outstanding.

The table below provides information about our financial instruments that are sensitive to changes in interest rates. The table presents principal payments and the related weighted average interest rates by expected maturity dates as of June 3, 2017.

Fiscal Year	2018	2019	2020	2021	2022	Thereafter	Total	Fair Value at 06/03/2017
					(dollars in thousands)			
Long-term debt, including current portion, excluding capital lease obligations								
Fixed Rate	$ 90	$	$	$ 902,000	$ 810,000	$ 2,223,000	$ 3,935,090	$ 3,960,260
Average Interest Rate	7.61%	0.00%	0.00%	9.25%	6.75%	6.38%	7.11%	
Variable Rate	$	$	$ 2,340,000	$ 470,000	$ 500,000	$	$ 3,310,000	$ 3,313,012
Average Interest Rate	0.00%	0.00%	2.78%	5.75%	4.88%	0.00%	3.52%	

Our ability to satisfy interest payment obligations on our outstanding debt will depend largely on our future performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control. If we do not have sufficient cash flow to service our interest payment obligations on our outstanding indebtedness and if we cannot borrow or obtain equity financing to satisfy those obligations, our business and results of operations could be materially adversely affected. We cannot be assured that any replacement borrowing or equity financing could be successfully completed.

The interest rate on our variable rate borrowings, which include our revolving credit facility, Tranche 1 Term Loan and our Tranche 2 Term Loan, are all based on LIBOR. However, the interest rate on our Tranche 1 Term Loan and Tranche 2 Term Loan have a LIBOR floor of 100 basis points. If the market rates of interest for LIBOR changed by 100 basis points as of June 3, 2017, our annual interest expense would change by approximately $33.9 million.

A change in interest rates does not have an impact upon our future earnings and cash flow for fixed-rate debt instruments. As fixed-rate debt matures, however, and if additional debt is acquired to fund the debt repayment, future earnings and cash flow may be affected by changes in interest rates. This effect would be realized in the periods subsequent to the periods when the debt matures. Increases in interest rates would also impact our ability to refinance existing maturities on favorable terms.

ITEM 4. Controls and Procedures

(a) Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

(b) Changes in Internal Control over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

Certain legal proceedings in which we are involved are discussed in Part I, Item 3 of our Fiscal Year 2017 10-K, filed with the SEC on May 3, 2017. The following discussion is limited to certain recent developments concerning our legal proceedings and should be read in conjunction with the 10-K.

On March 17, 2017 in the *Herring* action, the plaintiffs filed a motion to lift the stay for the purpose of filing a proposed amended complaint. Defendants opposed the motion, and briefing concluded on April 17, 2017. The motion is currently pending before the Pennsylvania District Court. The proposed amended complaint asserts state law breach of fiduciary duty claims against the Individual Defendants, a claim of aiding and abetting the alleged breaches of fiduciary duty against Rite Aid, WBA and Victoria, as well as claims for violations of Section 14(a) of the Exchange Act and SEC Rule 14a-9 against the Rite Aid Defendants, WBA and Victoria, claims for violations of Section 10(b) of the Exchange Act and SEC Rule 10b-5 against the Rite Aid Defendants, WBA, Victoria and certain WBA executives, and a claim for violations of Section 20(a) of the Exchange Act against the Individual Defendants, WBA and Victoria.

ITEM 1A. Risk Factors

In addition to the information set forth in this Quarterly Report, you should carefully consider the factors discussed in Part I, Item 1A, Risk Factors in our Fiscal 2017 10-K, which could materially affect our business, financial condition or future results.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Repurchases of Equity Securities. The table below is a listing of repurchases of common stock during the first quarter of fiscal 2018.

Fiscal period:	**Total Number of Shares Repurchased**		**Average Price Paid Per Share**	**Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	**Maximum Number of Shares that may yet be Purchased under the Plans or Programs**
March 5 to April 1, 2017		$			
April 2 to April 29, 2017(1)	26	$	4.55		
April 30 to June 3, 2017(1)	7	$	4.11		

(1) Represents shares withheld by the Company, at the election of certain holders of vested restricted stock, with a market value approximating the amount of withholding taxes due.

ITEM 3. Defaults Upon Senior Securities

Not applicable.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

Not applicable.

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ITEM 6. Exhibits

(a) The following exhibits are filed as part of this report.

Exhibit Numbers	Description	Incorporation By Reference To
[redacted]		

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Exhibit Numbers	Description	Incorporation By Reference To
[redacted]		

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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 thereunto duly authorized.

Date: July 6, 2017	RITE AID CORPORATION	
	By:	/s/ DARREN W. KARST Darren W. Karst *Senior Executive Vice President, Chief Financial Officer and Chief Administrative Officer*
Date: July 6, 2017	By:	/s/ DOUGLAS E. DONLEY Douglas E. Donley *Senior Vice President and Chief Accounting Officer*