

RITE AID CORP
Form S-4
August 30, 2013

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As filed with the Securities and Exchange Commission on August 30, 2013.

Registration Statement No. 333-

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

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

RITE AID CORPORATION

*And the Subsidiary Guarantors listed below
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5912
(Primary Standard Industrial
Classification Code Number)
30 Hunter Lane
Camp Hill, Pennsylvania 17011
(717) 761-2633
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

23-1614034
(I.R.S. Employer
Identification No.)

Marc A. Strassler, Esq.
Executive Vice President, General Counsel and Secretary
Rite Aid Corporation
30 Hunter Lane
Camp Hill, Pennsylvania 17011
(717) 761-2633
(717) 760-7867 (facsimile)
(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Copies of all communications to:
Stacy J. Kanter, Esq.
Michael J. Zeidel, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square

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New York, New York 10036
(212) 735-3000
(212) 735-2000 (facsimile)

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this registration statement becomes effective.**

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
6.75% Senior Notes due 2021	\$810,000,000	100%	\$810,000,000	\$110,484.00
Guarantees related to the 6.75% Senior Notes due 2021	N/A	N/A	N/A	N/A(2)

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) promulgated under the Securities Act of 1933, as amended.

(2) No separate consideration is received for the guarantees, and, therefore, no additional fee is required.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS**

Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
112 Burleigh Avenue Norfolk, LLC	Virginia	5912	27-5006913
1515 West State Street Boise, Idaho, LLC	Delaware	5912	27-4359371
1740 Associates, LLC	Michigan	5912	27-4359433
3581 Carter Hill Road Montgomery Corp.	Alabama	5912	80-0052336
4042 Warrensville Center Road Warrensville Ohio, Inc.	Ohio	5912	25-1820507
5277 Associates, Inc.	Washington	5912	23-2940919
5600 Superior Properties, Inc.	Ohio	5912	80-0052337
657-659 Broad St. Corp.	New Jersey	5912	80-0052338
764 South Broadway Geneva, Ohio, LLC	Ohio	5912	23-1974076
Ann & Government Streets Mobile, Alabama, LLC	Delaware	5912	27-4355151
Apex Drug Stores, Inc.	Michigan	5912	38-2413448
Broadview and Wallings Broadview Heights Ohio, Inc.	Ohio	5912	25-1814215
Central Avenue & Main Street Petal MS, LLC	Delaware	5912	27-4355284
Eagle Managed Care Corp.	Delaware	9999	25-1724201
Eckerd Corporation	Delaware	5912	51-0378122
EDC Drug Stores, Inc.	North Carolina	5912	56-0596933
Eighth and Water Streets Urichsville, Ohio, LLC	Delaware	5912	27-4355359
England Street Asheland Corporation	Virginia	5912	80-0052343
Fairground, LLC	Virginia	5912	54-1849788
GDF, Inc.	Maryland	5912	34-1343867
Genovese Drug Stores, Inc.	Delaware	5912	11-1556812
Gettysburg and Hoover Dayton, Ohio, LLC	Ohio	5912	27-4355844
Harco, Inc.	Alabama	5912	63-0522700
JCG (PJC) USA, LLC	Delaware	6719	26-0169455
JCG Holdings (USA), Inc.	Delaware	6719	20-1147565
K&B Alabama Corporation	Alabama	5912	72-1011085
K&B Louisiana Corporation	Louisiana	5912	72-1043860
K&B Mississippi Corporation	Mississippi	5912	72-0983482
K&B Services, Incorporated	Louisiana	9995	72-1245171
K&B Tennessee Corporation	Tennessee	9999	62-1444359
K&B Texas Corporation	Texas	5912	72-1010327
K&B, Incorporated	Delaware	6719	51-0346254
Keystone Centers, Inc.	Pennsylvania	5912	23-1730114
Lakehurst and Broadway Corporation	New Jersey	5912	23-2937947
Maxi Drug North, Inc.	Delaware	5912	05-0520884
Maxi Drug South, L.P.	Delaware	5912	05-0520885
Maxi Drug, Inc.	Delaware	5912	04-2960944
Maxi Green, Inc.	Vermont	5912	45-0515111
Mayfield & Chillicothe Roads Chesterland, LLC	Ohio	5912	27-4355958
Munson & Andrews, LLC	Delaware	5912	27-4356050
Name Rite, LLC	Delaware	6719	27-3719933
Northline & Dix-Toledo Southgate, LLC	Michigan	5912	27-5006605
P.J.C. Distribution, Inc.	Delaware	4225	22-3252604
P.J.C. Realty Co., Inc.	Delaware	6519	04-2967938
Patton Drive and Navy Boulevard Property Corporation	Florida	5912	23-2870495

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Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Paw Paw Lake Road & Paw Paw Avenue Coloma, Michigan, LLC	Delaware	5912	27-4356268
PDS-1 Michigan, Inc.	Michigan	5912	38-2935739
Perry Distributors, Inc.	Michigan	4225	38-1718545
Perry Drug Stores, Inc.	Michigan	5912	38-0947300
PJC Dorchester Realty LLC	Delaware	6519	01-0573791
PJC East Lyme Realty LLC	Delaware	6519	20-4851871
PJC Haverhill Realty LLC	Delaware	6519	01-0573831
PJC Hermitage Realty LLC	Delaware	6519	51-0568284
PJC Hyde Park Realty LLC	Delaware	6519	01-0573796
PJC Lease Holdings, Inc.	Delaware	6519	01-0573835
PJC Manchester Realty LLC	Delaware	6519	01-0573821
PJC Mansfield Realty LLC	Delaware	6519	01-0573814
PJC New London Realty LLC	Delaware	6519	20-1151630
PJC of Massachusetts, Inc.	Massachusetts	6519	05-0481151
PJC of Rhode Island, Inc.	Rhode Island	6519	23-1979613
PJC of Vermont, Inc.	Vermont	6519	05-0498065
PJC Peterborough Realty LLC	Delaware	6519	20-1151661
PJC Providence Realty LLC	Delaware	6519	05-0541664
PJC Realty MA, Inc.	Massachusetts	6519	02-0692817
PJC Realty N.E. LLC	Delaware	5912	01-0573780
PJC Revere Realty LLC	Delaware	6519	01-0573818
PJC Special Realty Holdings, Inc.	Delaware	6519	01-0573843
Ram-Utica, Inc.	Michigan	5412	80-0052329
RDS Detroit, Inc.	Michigan	5912	35-1799950
READ's Inc.	Maryland	7389	80-0052330
Rite Aid Drug Palace, Inc.	Delaware	5912	23-2325476
Rite Aid Hdqtrs. Corp.	Delaware	6719	23-2308342
Rite Aid Hdqtrs. Funding, Inc.	Delaware	6719	75-3167335
Rite Aid of Alabama, Inc.	Alabama	5912	23-2410761
Rite Aid of Connecticut, Inc.	Connecticut	5912	23-1940645
Rite Aid of Delaware, Inc.	Delaware	5912	23-1940646
Rite Aid of Florida, Inc.	Florida	5912	23-2047226
Rite Aid of Georgia, Inc.	Georgia	5912	23-2125551
Rite Aid of Illinois, Inc.	Illinois	5912	23-2416666
Rite Aid of Indiana, Inc.	Indiana	5912	23-2048778
Rite Aid of Kentucky, Inc.	Kentucky	5912	23-2039291
Rite Aid of Maine, Inc.	Maine	5912	01-0324725
Rite Aid of Maryland, Inc.	Maryland	5912	23-1940941
Rite Aid of Massachusetts, Inc.	Massachusetts	5912	23-1940647
Rite Aid of Michigan, Inc.	Michigan	5912	38-0857390
Rite Aid of New Hampshire, Inc.	New Hampshire	5912	23-2008320
Rite Aid of New Jersey, Inc.	New Jersey	5912	23-1940648
Rite Aid of New York, Inc.	New York	5912	23-1940649
Rite Aid of North Carolina, Inc.	North Carolina	5912	23-1940650
Rite Aid of Ohio, Inc.	Ohio	5912	23-1940651
Rite Aid of Pennsylvania, Inc.	Pennsylvania	5912	23-1940652
Rite Aid of South Carolina, Inc.	South Carolina	5912	23-2047222
Rite Aid of Tennessee, Inc.	Tennessee	5912	23-2047224
Rite Aid of Vermont, Inc.	Vermont	5912	23-1940942
Rite Aid of Virginia, Inc.	Virginia	5912	23-1940653

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Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Rite Aid of Washington, D.C., Inc.	Washington DC	5912	23-2461466
Rite Aid of West Virginia, Inc.	West Virginia	5912	23-1940654
Rite Aid Online Store, Inc.	Delaware	6719	01-0910090
Rite Aid Payroll Management, Inc.	Delaware	5912	01-0910097
Rite Aid Realty Corp.	Delaware	6519	23-1725347
Rite Aid Rome Distribution Center, Inc.	New York	4225	23-1887836
Rite Aid Services, LLC	Delaware	7363	02-0655440
Rite Aid Specialty Pharmacy, LLC	Delaware	5912	27-4202824
Rite Aid Transport, Inc.	Delaware	4789	25-1793102
Rite Fund, Inc.	Delaware	6719	51-0273194
Rite Investments Corp.	Delaware	6719	51-0273192
Rx Choice, Inc.	Delaware	7359	25-1598207
Seven Mile and Evergreen Detroit, LLC	Michigan	5912	27-4356394
Silver Springs Road Baltimore, Maryland/One, LLC	Delaware	5912	27-4356563
Silver Springs Road Baltimore, Maryland/Two, LLC	Delaware	5912	27-4356760
State & Fortification Streets Jackson, Mississippi, LLC	Delaware	5912	27-5006806
State Street and Hill Road Gerard, Ohio, LLC	Delaware	5912	27-4358683
The Jean Coutu Group (PJC) USA, Inc.	Delaware	6719	04-2925810
The Lane Drug Company	Ohio	5912	53-0125212
Thrift Drug, Inc.	Delaware	9999	22-2098063
Thrifty Corporation	California	5912	95-1297550
Thrifty PayLess, Inc.	California	5912	95-4391249
Tyler and Sanders Roads Birmingham, Alabama, LLC	Delaware	5912	27-4359262

*

Addresses and telephone numbers of principal executive offices are the same as those of Rite Aid Corporation.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the prospectus is in its final form. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer is not permitted.

Subject to Completion, Dated August 30, 2013

PROSPECTUS

RITE AID CORPORATION

Offer to exchange \$810.0 million aggregate principal amount of 6.75% Senior Notes due 2021 (which we refer to as the old notes) for \$810.0 million aggregate principal amount of 6.75% Senior Notes due 2021 (which we refer to as the new notes) which have been registered under the Securities Act of 1933, as amended (the "*Securities Act*"), and are fully and unconditionally guaranteed by the subsidiary guarantors listed on page ii of this prospectus.

The exchange offer will expire at 5:00 p.m., Eastern time, on _____, 2013 (the 30th day following the date of this prospectus), unless we extend the exchange offer in our sole and absolute discretion.

Terms of the exchange offer:

We will exchange new notes for all outstanding old notes that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offer.

You may withdraw tenders of old notes at any time prior to the expiration or termination of the exchange offer.

The terms of the new notes are substantially identical to those of the old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

The exchange of old notes for new notes will not be a taxable transaction for U.S. federal income tax purposes. You should see the discussion under the caption "Material Federal Income Tax Considerations" for more information.

We will not receive any proceeds from the exchange offer.

We issued the old notes in a transaction not requiring registration under the Securities Act, and as a result, their transfer is restricted. We are making the exchange offer to satisfy your registration rights, as a holder of the old notes.

There is no established trading market for the new notes or the old notes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a

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prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. Broker-dealers who acquired the old notes directly from us in the initial offering must, in the absence of an exemption, comply with the registration and prospectus delivery requirements of the Securities Act in connection with the secondary resales and cannot rely on the position of the Staff of the Securities and Exchange Commission (the "*Commission*") enunciated in *Exxon Capital Holdings Corp.*, SEC No-Action Letter (April 13, 1988), *Morgan Stanley & Co. Inc.*, SEC no-action letter (June 5, 1991) and *Shearman & Sterling*, SEC no-action Letter (July 2, 1993). We have agreed that, starting on the expiration date (as defined herein) and ending on the close of business 210 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

See "Risk Factors" beginning on page 13 of this prospectus, page 11 of our Annual Report on Form 10-K for the fiscal year ended March 2, 2013 and in Exhibit 99.2 to our Current Report on Form 8-K, filed on June 18, 2013, for a discussion of risks you should consider prior to tendering your outstanding old notes for exchange.

Neither the Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013.

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References to "*Rite Aid*," the "*Company*," "*we*," "*our*" and "*us*" and similar terms mean Rite Aid Corporation and its subsidiaries, unless the context otherwise requires.

References to "*shares*" and "*common stock*" mean shares of Rite Aid's common stock, par value \$1.00, unless the context requires otherwise.

This prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this document. Copies of this information are available without charge to any person to whom this prospectus is delivered, upon written or oral request. Written requests should be sent to:

Rite Aid Corporation
30 Hunter Lane
Camp Hill, Pennsylvania 17011
Attention: Investor Relations

Oral requests should be made by telephoning (717) 761-2633.

In order to obtain timely delivery, you must request the information no later than _____, 2013, which is five business days before the expiration date of the exchange offer.

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112 Burleigh Avenue Norfolk, LLC	Mayfield & Chillicothe Roads Chesterland, LLC	Rite Aid of Maine, Inc.
1515 West State Street Boise, Idaho, LLC	Munson & Andrews, LLC	Rite Aid of Maryland, Inc.
1740 Associates, LLC	Name Rite, LLC	Rite Aid of Massachusetts, Inc.
3581 Carter Hill Road Montgomery Corp.	Northline & Dix Toledo Southgate, LLC	Rite Aid of Michigan, Inc.
4042 Warrensville Center Road Warrensville Ohio, Inc.	P.J.C. Distribution, Inc.	Rite Aid of New Hampshire, Inc.
5277 Associates, Inc.	P.J.C. Realty Co., Inc.	Rite Aid of New Jersey, Inc.
5600 Superior Properties, Inc.	Patton Drive and Navy Boulevard Property Corporation	Rite Aid of New York, Inc.
657-659 Broad St. Corp.	Paw Paw Lake Road & Paw Paw Avenue-Coloma, Michigan, LLC	Rite Aid of North Carolina, Inc.
764 South Broadway-Geneva, Ohio, LLC	PDS-1 Michigan, Inc.	Rite Aid of Ohio, Inc.
Ann & Government Streets Mobile, Alabama, LLC	Perry Distributors, Inc.	Rite Aid of Pennsylvania, Inc.
Apex Drug Stores, Inc.	Perry Drug Stores, Inc.	Rite Aid of South Carolina, Inc.
Broadview and Wallings- Broadview Heights Ohio, Inc.	PJC Dorchester Realty LLC	Rite Aid of Tennessee, Inc.
Central Avenue & Main Street Petal MS, LLC	PJC East Lyme Realty LLC	Rite Aid of Vermont, Inc.
Eagle Managed Care Corp.	PJC Haverhill Realty LLC	Rite Aid of Virginia, Inc.
Eckerd Corporation	PJC Hermitage Realty LLC	Rite Aid of Washington, D.C., Inc.
EDC Drug Stores, Inc.	PJC Hyde Park Realty LLC	Rite Aid of West Virginia, Inc.
Eighth and Water Streets- Urichsville, Ohio, LLC	PJC Lease Holdings, Inc.	Rite Aid Online Store Inc.
England Street Asheland Corporation	PJC Manchester Realty LLC	Rite Aid Payroll Management Inc.
Fairground, LLC	PJC Mansfield Realty LLC	Rite Aid Realty Corp.
GDF, Inc.	PJC New London Realty LLC	Rite Aid Rome Distribution Center, Inc.
Genovese Drug Stores, Inc.	PJC of Massachusetts, Inc.	Rite Aid Services, LLC
Gettysburg and Hoover Dayton, Ohio, LLC	PJC of Rhode Island, Inc.	Rite Aid Specialty Pharmacy, LLC
Harco, Inc.	PJC of Vermont, Inc.	Rite Aid Transport, Inc.
JCG (PJC) USA, LLC	PJC Peterborough Realty LLC	Rite Fund, Inc.
JCG Holdings (USA), Inc.	PJC Providence Realty LLC	Rite Investments Corp.
K & B Alabama Corporation	PJC Realty MA, Inc.	Rx Choice, Inc.
K & B Louisiana Corporation	PJC Realty N.E. LLC	Seven Mile and Evergreen Detroit, LLC
K & B Mississippi Corporation	PJC Revere Realty LLC	Silver Springs Road-Baltimore, Maryland/One, LLC
K & B Services, Incorporated	PJC Special Realty Holdings, Inc.	Silver Springs Road-Baltimore, Maryland/Two, LLC
K & B Tennessee Corporation	Ram-Utica, Inc.	State & Fortification Streets Jackson, Mississippi, LLC
K & B Texas Corporation	RDS Detroit, Inc.	State Street and Hill Road-Gerard, Ohio, LLC
K & B, Incorporated	READ'S, Inc.	The Jean Coutu Group (PJC) USA, Inc.
Keystone Centers, Inc.	Rite Aid Drug Palace, Inc.	The Lane Drug Company
Lakehurst and Broadway Corporation	Rite Aid Hdqtrs. Corp.	Thrift Drug, Inc.
Maxi Drug North, Inc.	Rite Aid Hdqtrs. Funding, Inc.	Thrifty Corporation
Maxi Drug South, L.P.	Rite Aid of Alabama, Inc.	Thrifty PayLess, Inc.
Maxi Drug, Inc.	Rite Aid of Connecticut, Inc.	Tyler and Sanders Road Birmingham, Alabama, LLC
Maxi Green, Inc.	Rite Aid of Delaware, Inc.	
	Rite Aid of Florida, Inc.	
	Rite Aid of Georgia, Inc.	
	Rite Aid of Illinois, Inc.	
	Rite Aid of Indiana, Inc.	
	Rite Aid of Kentucky, Inc.	

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus, and the documents incorporated by reference herein, include forward looking statements. 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 references to assumptions 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 senior secured credit facility (the "*Senior Credit Facility*"), our second priority secured term loan facility (the "*Tranche 1 Term Loan*"), our most recent second priority secured term loan facility (the "*Tranche 2 Term Loan*") and other debt agreements, including the indenture governing the new notes offered hereby;

general economic conditions (including the impact of continued high unemployment and changing consumer behavior), inflation and interest rate movements;

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

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

our ability to retain the business we gained as a result of the Walgreens/Express Scripts dispute which was settled in September 2012;

our ability to hire and retain qualified personnel;

the continued efforts of private and public third party payors to reduce prescription drug reimbursement and encourage mail order and limit access to payor networks;

competitive pricing pressures, including aggressive promotional activity from our competitors;

decisions to close additional stores and distribution centers or undertake additional refinancing activities, which could result in further charges to our operating statement;

our ability to manage expenses and our investment in working capital;

continued consolidation of the drugstore and the pharmacy benefit management industries;

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changes in state or federal legislation or regulations, and the continued impact from the ongoing implementation of the Patient Protection and Affordable Care Act (the "*Patient Care Act*") as well as other healthcare reform;

the outcome of lawsuits and governmental investigations;

our ability to maintain the listing of our common stock on the New York Stock Exchange (the "*NYSE*"), and the resulting impact on our indebtedness, results of operations and financial condition; and

other risks and uncertainties described from time to time in our filings with the Commission.

We undertake no obligation to update or revise the forward looking statements included or incorporated by reference in this prospectus, whether as a result of new information, future events or otherwise, after the date of this prospectus. 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 "Risk Factors" in this prospectus and in our Annual Report on Form 10-K for the fiscal year ended March 2, 2013, which we filed with the Commission on April 23, 2013, and in Exhibit 99.2 to our Current Report on Form 8-K, which we filed with the Commission on June 18, 2013.

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SUMMARY

The following information summarizes the detailed information and financial statements included elsewhere or incorporated by reference in this prospectus. We encourage you to read this entire prospectus carefully. Unless otherwise indicated, references to fiscal year refer to the fiscal year of Rite Aid, which ends on the Saturday closest to February 29 or March 1 of that year. The fiscal year ended March 2, 2013 included 52 weeks, the fiscal year ended March 3, 2012 included 53 weeks and the fiscal years ended February 26, 2011, February 27, 2010 and February 28, 2009 included 52 weeks.

Our Business

We are the third largest retail drugstore chain in the United States based on both revenues and number of stores. As of June 1, 2013, we operated 4,615 stores in 31 states across the country and in the District of Columbia.

In our stores, we sell prescription drugs and a wide assortment of other merchandise, which we call "front-end" products. In fiscal 2013, prescription drug sales accounted for 67.6% of our total sales. We believe that pharmacy operations will continue to represent a significant part of our business due to favorable industry trends, including an aging population, increased life expectancy, anticipated growth in the federally funded Medicare Part D prescription program as "baby boomers" start to enroll, expanded coverage for uninsured Americans as the result of the Patient Care Act and the discovery of new and better drug therapies. We carry a full assortment of front-end products, which accounted for the remaining 32.4% of our total sales in fiscal 2013. Front-end products include over-the-counter medications, health and beauty aids, personal care items, cosmetics, household items, food and beverages, greeting cards, seasonal merchandise and numerous other everyday and convenience products. We also offer various photo processing services in virtually all our stores.

We attempt to distinguish our stores from other national chain drugstores, in part, through our wellness+ loyalty program, our Wellness format stores, private brands and our strategic alliance with GNC, a leading retailer of vitamin and mineral supplements. We offer a wide variety of products under our private brands, which are well received by our customers and contributed approximately 18.3% of our front-end sales in the categories where private brand products were offered in fiscal 2013. The overall average size of each store in our chain is approximately 12,600 square feet. The average size of our stores is larger in the western United States. As of June 1, 2013, 61% of our stores were freestanding; 52% of our stores included a drive-thru pharmacy; and 47% included a GNC store within Rite Aid store.

Our Strategy

Our strategy for fiscal 2014 is to continue the transformation of Rite Aid into a neighborhood destination for health and wellness. This strategic objective will not only allow us to better meet the needs of our customers and patients in a rapidly changing healthcare environment, but will also help us to continue the positive financial momentum we have generated over the past several years.

Financially, our primary goal for fiscal 2014, consistent with fiscal 2013, is to continue growing same stores sales while expanding EBITDA margins, both of which are critical to achieving long-term financial success. By growing same-store sales, we can take full advantage of our recent cost control improvements as well as margin benefits resulting from the wave of new generic medications introduced in fiscal 2013.

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In order to drive our financial performance and sustainable sales growth, we will continue to increase the level of capital investment in our store base through initiatives such as the Wellness store remodel program and prescription file purchases. We will also continue to build upon key initiatives we have introduced in recent years such as our highly successful wellness+ customer loyalty program and expanded pharmacy services, including immunizations. At the same time, we will focus on developing new programs that meet the evolving needs of our customers as we enter a period of rapid change in the U.S. healthcare industry. We expect that these continued investments and our focus on key initiatives will generate long-term value for our shareholders.

Below are descriptions of our key initiatives:

wellness + Since its launch in April of 2010, our free wellness+ program has provided customers and patients with the opportunity to earn significant discounts and wellness rewards in return for being loyal Rite Aid shoppers. Enrolled members earn rewards based on the accumulation of points for certain front-end and prescription purchases. The program has been well received by Rite Aid customers and continues to provide significant value to members earning enough points to reach the Gold, Silver or Bronze tier levels. In addition to tiered discounts and wellness rewards, members receive exclusive sale pricing and the opportunity to earn Plus Up Rewards, which are offers on certain items featured in our weekly circular that provide additional savings during return shopping trips.

Both participation in the program and wellness+ card usage continue to be strong. As of April 2013, the wellness+ program had over 25 million active members, defined as members who have used their wellness+ card at least twice over the previous 26 weeks. At the end of our fiscal year, wellness+ members accounted for 79% of front-end sales and 68% of prescriptions filled. Members continue to have higher basket sizes than non-members and also have a much higher rate of prescription retention. In addition, our number of Gold and Silver members Rite Aid's most valuable and satisfied customers continues to increase. We believe that the wellness+ program has contributed to the improvements in our front-end same store sales and same store prescription count. We plan on making additional incremental investments in wellness+ in fiscal 2014, as we expect more customers to move into the Gold, Silver and Bronze tiers. We also intend to expand wellness+ in fiscal 2014 and leverage our spend data through the use of advanced customer analytics.

Private Brands In fiscal 2011, we began to roll out our new private brand architecture, which included the consolidation of our private brands into three separate tiers. The initiative included enhanced package designs for our private brand items and the introduction of our price-fighter brand, Simplify. We now have approximately 3,000 private brand items and our private brand penetration has increased from 16% in fiscal 2011 to 18.3% as of the end of fiscal 2013. This rollout has been completed and we now have approximately 3,000 items in these brands. In fiscal 2014, we will continue to aggressively promote our private brands, which offer great value to our customers and strong margins for Rite Aid, through specific promotional programs and the introduction of new seasonal categories.

Enhanced Digital Offerings As we continue working hard to improve the customer experience in our 4,600 stores, we are also focused on providing enhanced digital resources that better reflect our brand of health and wellness. As a result, in March we introduced our new and improved *riteaid.com* website, which provides easier navigation, a more personalized web experience and enhanced e-commerce. We are also releasing quarterly updates for our mobile app and have plans to introduce apps for the iPad and Passbook.

Wellness Store Remodels In fiscal 2013, we continued to strengthen Rite Aid as a wellness destination by converting more than 500 stores to our Wellness format, which brought our chain-wide total to nearly 800 by the end of the fiscal year. In addition to improved interior design, expanded clinical pharmacy services and new wellness product offerings, these stores are staffed with our unique

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Wellness Ambassadors, who serve as a bridge from the front-end of our stores to the pharmacy and provide an added level of customer service. Our customers have responded favorably to this store format as front-end sales trends in these stores have been above the chain average. Also in fiscal 2013, we introduced the latest iteration of our Wellness store format known as "Genuine Well-being." These stores feature new interior design, additional wellness items and unique merchandising displays that bring technology to our stores so that our customers can make more informed purchase decisions. This latest Wellness store format demonstrates how we are focused on driving innovation in our stores so that we continue meeting the rapidly changing needs of our customers.

We plan to complete an additional 400 Wellness remodels in fiscal 2014. We believe these remodels are a cost-effective way to strengthen our store base, grow sales and offer our customers a unique and engaging wellness experience.

Expanded Healthcare Services In fiscal 2013, we continued to expand the role of our Rite Aid pharmacists in delivering wellness services that go beyond simply filling prescriptions. A key area of focus has been our immunizations program, which has grown significantly in recent years. In fiscal 2013, pharmacists administered nearly 2.4 million flu shots compared to nearly 1.5 million the previous year, an increase of about 60%. We also increased the number of immunizations we administered for other disease states such as shingles, pneumonia and whooping cough. Continuing to expand the volume and types of immunizations that we can perform will be an area of focus for fiscal 2014.

We also put greater emphasis on prescription compliance and adherence programs in fiscal 2013, including the roll out of the Rite Care Prescription Advisor. The Rite Care Prescription Advisor gives our pharmacists a tool for initiating one-on-one consultations with patients in order to explain the health benefits of taking medications as prescribed. Other key pharmacy services include our expanded efforts to provide Medication Therapy Management services to patients with complex medication therapies and specialized services to patients with diabetes.

We are also introducing additional ways for customers and patients to conveniently access the healthcare services they need. In conjunction with Optum Health, we introduced Now Clinic Online Care services in fiscal 2012 to select Rite Aid pharmacies in the greater Detroit area. We have since expanded these clinics to select stores in Baltimore, Boston, Philadelphia and Pittsburgh. These virtual clinics provide patients with real-time online access to qualified medical care, information and resources from nurses and also physicians, who have the ability to diagnose and potentially write prescriptions for our patients.

We intend to continue to grow and develop our pharmacy and healthcare-related service offerings to better meet the needs of consumers and strengthen our brand of health and wellness.

Prescription File Purchases In fiscal 2013, we increased the amount of capital allocated to the purchase of prescription files to \$67.1 million, up from our \$35.0 million investment in fiscal 2012. We plan to continue this level of spending on prescription file purchases in fiscal 2014, as they typically deliver a strong return on investment.

Customer Service We have put several store operations programs in place to improve the customer service experience, including our chain-wide emphasis on greeting our customers more frequently and assisting them with their purchases. Our emphasis on delivering an outstanding customer experience continues to pay off. According to the American Customer Satisfaction Index, an independent and well-respected measure of customer satisfaction, our score increased by three percent this year, and we now hold the top position among the three major drugstore chains. We have also made investments in technology to make it easier for our store associates to perform necessary tasks such as price changes and backroom inventory management. By providing our associates with the ability to execute these tasks more efficiently, we give our store teams more time to focus on providing excellent service to our customers. During fiscal 2013, we increased funds allocated for training our

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store and field associates and strengthening their customer service skills. We plan to further increase our funding levels for training in fiscal 2014. We believe this additional focus on customer service has and will continue to help us drive our improved overall performance.

Cost Control We made significant reductions to our selling, general and administrative expenses over the past few years through better control of store labor and other costs in the stores, consolidation of our distribution center network, a centralized indirect procurement function for all non-merchandise purchases and through initiatives aimed to simplify our processes in the stores and at our Corporate office. We will continue to focus on controlling costs in fiscal 2014 so that we can maximize the benefits of our sales and customer service initiatives and capital investments.

Recent Developments

Refinancing of 7.5% Senior Secured Notes due 2017 and 9.5% Senior Notes due 2017

On July 5, 2013, we completed our previously announced cash tender offer and related consent solicitation (collectively, the "7.5% Notes Tender Offer") for any and all of our outstanding \$500.0 million aggregate principal amount of 7.5% Senior Secured Notes due 2017 (the "7.5% Notes") and repurchased approximately \$419.2 million aggregate principal amount of the 7.5% Notes. The \$80.8 million aggregate principal amount of the 7.5% Notes that remained outstanding following the 7.5% Notes Tender Offer were redeemed on July 22, 2013 at a redemption price equal to 102.500% of their face amount, plus accrued and unpaid interest to, but not including, the date of redemption (the "7.5% Notes Redemption"). The 7.5% Notes Tender Offer and 7.5% Notes Redemption were funded with the proceeds of our new \$500.0 million Tranche 2 Term Loan, which we entered into on June 21, 2013, together with cash and/or borrowings under the Senior Credit Facility.

On July 16, 2013, we completed our previously announced cash tender offer and related consent solicitation (collectively, the "9.5% Notes Tender Offer") for any and all of our outstanding \$810.0 million aggregate principal amount of 9.5% Senior Notes due 2017 (the "9.5% Notes") and repurchased approximately \$739.6 million aggregate principal amount of the 9.5% Notes. The \$70.4 million aggregate principal amount of the 9.5% Notes that remained outstanding following the 9.5% Notes Tender Offer were redeemed on August 1, 2013 at a redemption price equal to 103.167% of their face amount, plus accrued and unpaid interest to, but not including, the date of redemption (the "9.5% Notes Redemption"). The 9.5% Notes Tender Offer and 9.5% Notes Redemption were funded with the proceeds of the offering of the old notes, together with cash and/or borrowings under the Senior Credit Facility.

The offering of the old notes, entry into the Tranche 2 Term Loan and the completion of the 7.5% Notes Tender Offer, 7.5% Notes Redemption, 9.5% Notes Tender Offer and 9.5% Notes Redemption are collectively referred to herein as the "Refinancing Transactions."

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Summary Description of the Exchange Offer

Old Notes

6.75% Senior Notes due 2021, issued on July 2, 2013.

New Notes

6.75% Senior Notes due 2021, the issuance of which has been registered under the Securities Act. The form and terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

Exchange Offer

We are offering to issue up to \$810.0 million aggregate principal amount of the new notes in exchange for a like principal amount of the old notes to satisfy our obligations under the registration rights agreement that was executed when the old notes were issued in a transaction in reliance upon the exemption from registration provided by Rule 144A and Regulation S of the Securities Act.

Expiration Date; Tenders

The exchange offer will expire at 5:00 p.m., Eastern time, on _____, 2013 (the 30th day following the date of this prospectus), unless extended in our sole and absolute discretion. By tendering your old notes, you represent to us that:

you are not our "affiliate," as defined in Rule 405 under the Securities Act;

any new notes you receive in the exchange offer are being acquired by you in the ordinary course of your business;

at the time of commencement of the exchange offer, neither you nor anyone receiving new notes from you, has any arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the new notes in violation of the Securities Act;

you are not holding old notes that have, or are reasonably likely to have, the status of an unsold allotment in the initial offering;

if you are not a participating broker-dealer, you are not engaged in, and do not intend to engage in, the distribution of the new notes, as defined in the Securities Act; and

if you are a broker-dealer, you will receive the new notes for your own account in exchange for old notes that were acquired by you as a result of your market-making or other trading activities and that you will deliver a prospectus in connection with any resale of the new notes you receive. For further information regarding resales of the new notes by participating broker-dealers, see the discussion under the caption "Plan of Distribution."

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Withdrawal; Non-Acceptance

You may withdraw any old notes tendered in the exchange offer at any time prior to 5:00 p.m., Eastern time, on _____, 2013. If we decide for any reason not to accept any old notes tendered for exchange, the old notes will be returned to the registered holder at our expense promptly after the expiration or termination of the exchange offer. In the case of the old notes tendered by book-entry transfer into the exchange agent's account at The Depository Trust Company ("*DTC*"), any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered old notes, see "The Exchange Offer Terms of the Exchange Offer; Period for Tendering Old Notes" and the "The Exchange Offer Withdrawal Rights."

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, which we may waive. See the discussion below under the caption "The Exchange Offer Conditions to the Exchange Offer" for more information regarding the conditions to the exchange offer.

Procedures for Tendering the Old Notes

You must do one of the following on or prior to the expiration or termination of the exchange offer to participate in the exchange offer:

tender your old notes by sending the certificates for your old notes, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature guarantees, and all other documents required by the letter of transmittal, to The Bank of New York Mellon Trust Company, N.A., as exchange agent, at one of the addresses listed below under the caption "The Exchange Offer Exchange Agent;" or

tender your old notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an agent's message instead of the letter of transmittal, to the exchange agent. In order for a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, The Bank of New York Mellon Trust Company, N.A., as exchange agent, must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at DTC prior to the expiration or termination of the exchange offer. For more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the caption "The Exchange Offer Book-Entry Transfers."

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Special Procedures for Beneficial Owners

If you are a beneficial owner whose old notes are registered in the name of the broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender on your behalf. If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering your old notes, you must either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the person in whose name the old notes are registered.

Material Federal Income Tax Considerations

The exchange of the old notes for new notes in the exchange offer will not be a taxable transaction for United States federal income tax purposes. See the discussion under the caption "Material Federal Income Tax Considerations" for more information regarding the tax consequences to you of the exchange offer.

**Use of Proceeds
Exchange Agent**

We will not receive any proceeds from the exchange offer. The Bank of New York Mellon Trust Company, N.A. is the exchange agent for the exchange offer. You can find the address and telephone number of the exchange agent below under the caption "The Exchange Offer Exchange Agent."

Resales

Based on interpretations by the Staff of the Commission, as set forth in no-action letters issued to the third parties, we believe that the new notes you receive in the exchange offer may be offered for resale, resold or otherwise transferred without compliance with the registration and prospectus delivery provisions of the Securities Act. However, you will not be able to freely transfer the new notes if:

you are our "affiliate," as defined in Rule 405 under the Securities Act;

you are not acquiring the new notes in the exchange offer in the ordinary course of your business;

you are engaged in or intend to engage in or have an arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the new notes, you will receive in the exchange offer; or

you are holding old notes that have, or are reasonably likely to have, the status of an unsold allotment in the initial offering. If you are an affiliate of ours, are engaged in or intend to engage in or have any arrangement or understanding with any person to participate in the distribution of the new notes:

you cannot rely on the applicable interpretations of the Staff of the Commission; and

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Broker-Dealer

must also be named as a selling security holder in connection with the registration and prospectus delivery requirements of the Securities Act relating to any resale transaction.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of new notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes which were acquired by such broker-dealer as a result of market making activities or other trading activities. We have agreed that for a period of up to 210 days after the expiration date, as defined in this prospectus, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution" for more information.

Furthermore, a broker-dealer that acquired any of its old notes directly from us:

may not rely on the applicable interpretations of the Staff of the Commission's position contained in *Exxon Capital Holdings Corp.*, SEC no-action letter (April 13, 1988), *Morgan Stanley & Co. Inc.*, SEC no-action letter (June 5, 1991) and *Shearman & Sterling*, SEC no-action Letter (July 2, 1993); and

must also be named as a selling security holder in connection with the registration and prospectus delivery requirements of the Securities Act relating to any resale transaction.

As a condition to participation in the exchange offer, each holder will be required to represent that it is not our affiliate or a broker-dealer that acquired the old notes directly from us.

When the old notes were issued, we entered into a registration rights agreement with the initial purchasers of the old notes. Under the terms of each registration rights agreement, we agreed to file with the Commission and use our commercially reasonable efforts to cause to become effective, a registration statement relating to an offer to exchange the old notes for the new notes.

If we do not, among other things, complete the exchange offer within 270 days of the date of issuance of the old notes (March 29, 2014), the interest rate borne by the old notes will be increased at a rate of 0.25% per annum every 90 days (but shall not exceed 0.50% per annum) until the exchange offer is completed, or until the old notes are freely transferable under Rule 144 of the Securities Act.

Registration Rights Agreement

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Under some circumstances set forth in the registration rights agreement, holders of old notes, including holders who are not permitted to participate in the exchange offer or who may not freely sell new notes received in the exchange offer, may require us to file and cause to become effective, a shelf registration statement covering resales of the old notes by these holders.

A copy of the registration rights agreement is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part. See "Description of the New Notes Registration Rights and Additional Interest."

Consequences of not Exchanging Old Notes

If you do not exchange your old notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer described in the legend on the certificate for your old notes. In general, you may offer or sell your old notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws;
or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the old notes under the Securities Act. Under some circumstances, however, holders of the old notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell new notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of old notes by these holders. For more information regarding the consequences of not tendering your old notes and our obligation to file a shelf registration statement, see "The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes" and "Description of the New Notes Registration Rights and Additional Interest."

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Summary Description of the New Notes

The terms of the new notes and those of the outstanding old notes are substantially identical, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes. For a more complete understanding of the new notes, see "Description of the New Notes." When we use the term "notes" in this summary, the term includes the old notes and the new notes.

Issuer	Rite Aid Corporation, a Delaware corporation.
Securities Offered	Up to \$810.0 million aggregate principal amount of 6.75% Senior Notes due 2021.
Maturity Date	June 15, 2021.
Interest and Payment Dates	The new notes will bear interest at an annual rate of 6.75%. Interest is payable on June 15 and December 15 of each year, beginning on December 15, 2013.
Subsidiary Guarantees	<p>Our obligations under the new notes will be fully and unconditionally guaranteed, jointly and severally, on an unsubordinated basis, by all of our subsidiaries that guarantee our obligations under our Senior Credit Facility, our Tranche 1 Term Loan, our Tranche 2 Term Loan and our outstanding 8.00% senior secured notes due 2020, 10.250% senior secured notes due 2019 and 9.25% senior notes due 2020 (the "Subsidiary Guarantors"). The guarantees will be unsecured. Under certain circumstances, subsidiaries may be released from their guarantees of the new notes without the consent of the holders of the new notes.</p> <p>Our subsidiaries conduct substantially all of our operations and have significant liabilities, including trade payables. If the subsidiary guarantees are invalid or unenforceable or are limited by fraudulent conveyance or other laws, the new notes will be structurally subordinated to the substantial liabilities of our subsidiaries.</p>
Ranking	<p>The new notes will be unsecured, unsubordinated obligations of Rite Aid Corporation and will rank equally in right of payment with all of our other unsecured, unsubordinated indebtedness. We currently do not have any subordinated indebtedness. The new notes and the related guarantees will be effectively junior to all of our or the applicable Subsidiary Guarantor's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness and to the liabilities of our non-guarantor subsidiaries. As of June 1, 2013, after giving effect to the Refinancing Transactions, the total outstanding debt of us and the Subsidiary Guarantors (including current maturities and capital lease obligations, but excluding unused commitments and undrawn letters of credit) would have been approximately \$5.9 billion, of which \$3.6 billion would have been secured.</p>

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Form and Denomination

The new notes will be issued only in registered form. The new notes will initially be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof and will be represented by one or more permanent global notes in fully registered form, deposited with a custodian for and registered in the name of a nominee of DTC. Beneficial interests in the global note will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its participants. Except as described herein, or as we otherwise agree, notes in certificated form will not be issued in exchange for the global note or interests therein.

Optional Redemption

Prior to June 15, 2016, we may redeem some or all of the notes by paying a "make-whole" premium based on United States Treasury rates. On or after June 15, 2016 we may redeem some or all of the notes at the redemption prices listed under the heading "Description of the New Notes Optional Redemption" in this prospectus plus accrued and unpaid interest to, but not including, the date of redemption.

In addition, at any time and from time to time, prior to June 15, 2016 we may redeem up to 35% of the original aggregate principal amount of the notes with the net proceeds of one or more of our equity offerings at a redemption price of 106.75% of the principal amount, plus accrued and unpaid interest, if any, to the date of redemption of the notes, provided that at least 65% of the original aggregate principal amount of the notes remains issued and outstanding.

Repurchase at Option of Holders Upon a Change in Control

In the event of a change in control, each holder of notes may require us to repurchase its notes, in whole or in part, at a repurchase price of 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date. See "Description of the New Notes Repurchase at the Option of Holders Upon a Change of Control," and "Risk Factors Risks Related to the Exchange Offer and Holding the New Notes We may be unable to purchase the notes upon a change of control" in this prospectus.

Certain Covenants

The indenture governing the new notes contains covenants that limit our ability and the ability of our restricted subsidiaries to, among other things:

incur additional debt;

pay dividends or make other restricted payments;

purchase, redeem or retire capital stock or subordinated debt;

make asset sales;

enter into transactions with affiliates;

incur liens;

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enter into sale-leaseback transactions;

provide subsidiary guarantees;

make investments; and

merge or consolidate with any other person.

These covenants are subject to a number of exceptions. See "Description of the New Notes" in this prospectus.

Trading

The new notes are a new issue of securities, and there is currently no established trading market for the new notes. An active or liquid market may not develop for the new notes or, if developed, be maintained. We have not applied, and do not intend to apply, for the listing or the new notes on any automated dealer quotation system.

Risk Factors

Tendering your old notes in the exchange offer involves risks. You should carefully consider the information in the sections entitled "Risk Factors" in this prospectus, in our Annual Report on Form 10-K for the fiscal year ended March 2, 2013 and in Exhibit 99.2 to our Current Report on Form 8-K, filed on June 18, 2013, and all the other information included in this prospectus before tendering any old notes.

Our headquarters are located at 30 Hunter Lane, Camp Hill, Pennsylvania 17011, and our telephone number is (717) 761-2633. We were incorporated in 1968 and are a Delaware corporation.

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RISK FACTORS

You should carefully consider the risks and uncertainties set forth below and the risks and uncertainties incorporated by reference in this prospectus, including the information included under "Risk Factors" in our Annual Report on Form 10-K for the year ended March 2, 2013, in Exhibit 99.2 to our Current Report on Form 8-K, filed on June 18, 2013, and other documents that we subsequently file with the Commission. When we use the term "notes" in this prospectus, the term includes the old notes and the new notes.

Risks Related to the Exchange Offer and Holding the New Notes

Holders who fail to exchange their old notes will continue to be subject to restrictions on transfer.

If you do not exchange your old notes for new notes in the exchange offer, you will continue to be subject to the restrictions on transfer of your old notes described in the legend on the certificates for your old notes. The restrictions on transfer of your old notes arise because we issued the old notes under exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the old notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold under an exemption from these requirements. We do not plan to register the old notes under the Securities Act. For further information regarding the consequences of tendering your old notes in the exchange offer, see the discussions below under the captions "The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes" and "Material Federal Income Tax Considerations."

You must comply with the exchange offer procedures in order to receive new, freely tradable new notes.

Delivery of new notes in exchange for old notes tendered and accepted for exchange pursuant to the exchange offer will be made only after timely receipt by the exchange agent of the following:

certificates for old notes or a book-entry confirmation of a book-entry transfer of old notes into the Exchange Agent's account at DTC, New York, New York as depository, including an Agent's Message (as defined herein) if the tendering holder does not deliver a letter of transmittal;

a completed and signed letter of transmittal (or facsimile thereof), with any required signature guarantees, or an Agent's Message in lieu of the letter of transmittal; and

any other documents required by the letter of transmittal.

Therefore, holders of old notes who would like to tender old notes in exchange for new notes should be sure to allow enough time for the old notes to be delivered on time. We are not required to notify you of defects or irregularities in tenders of old notes for exchange. Old notes that are not tendered or that are tendered but we do not accept for exchange will, following consummation of the exchange offer, continue to be subject to the existing transfer restrictions under the Securities Act and, upon consummation of the exchange offer, certain registration and other rights under the registration rights agreement will terminate. See "The Exchange Offer Procedures for Tendering Old Notes" and "The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes."

Some holders who exchange their old notes may be deemed to be underwriters and these holders will be required to comply with the registration and prospectus delivery requirements in connection with any resale transaction.

If you exchange your old notes in the exchange offer for the purpose of participating in a distribution of the new notes, you may be deemed to have received restricted securities and, if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

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The new notes and the related guarantees will be effectively junior to our secured debt, and if a default occurs, we may not have sufficient funds to satisfy our obligations under the new notes.

The new notes and the related guarantees will be our general unsecured, unsubordinated obligations that will rank equal in right of payment with all of the existing and future unsecured, unsubordinated debt of us and the Subsidiary Guarantors. The new notes and the guarantees will be effectively junior to all of our or the applicable Subsidiary Guarantor's secured debt with respect to the right to be satisfied from the assets that secure such secured debt as collateral.

As of June 1, 2013, after giving effect to the Refinancing Transactions, the total outstanding debt of us and the Subsidiary Guarantors (including current maturities and capital lease obligations, but excluding unused commitments and undrawn letters of credit) would have been approximately \$5.9 billion, of which \$3.6 billion would have been secured.

We are a holding company and are dependent on dividends and other distributions from our subsidiaries.

We are a holding company with no direct operations. Our principal assets are the equity interests we hold in our operating subsidiaries. As a result, we are dependent upon dividends and other payments from our subsidiaries to generate the funds necessary to meet our financial obligations, including the payment of principal of and interest on our outstanding debt. Our subsidiaries are legally distinct from us and have no obligation to pay amounts due on our debt or to make funds available to us for such payment. Accordingly, our debt that is not guaranteed by our subsidiaries is structurally subordinated to the debt and other liabilities of our subsidiaries. If the guarantees of the new notes are held to be invalid or unenforceable or are limited by fraudulent conveyance or other laws, the new notes would be structurally subordinated to the debt of those subsidiaries. As of June 1, 2013, the total outstanding debt and other liabilities of our subsidiaries was approximately \$3.5 billion. As of June 1, 2013, after giving effect to the Refinancing Transactions, the total outstanding debt and other liabilities of our subsidiaries would have been approximately \$3.5 billion.

Our creditors or the creditors of the Subsidiary Guarantors could challenge the guarantees of the new notes as fraudulent conveyances or on other grounds. The delivery of these guarantees could be found to be a fraudulent conveyance and declared void if a court determined that: the Subsidiary Guarantor delivered the guarantee with the intent to hinder, delay or defraud its existing or future creditors; the Subsidiary Guarantor did not receive fair consideration for the delivery of the guarantee; or the Subsidiary Guarantor was insolvent at the time it delivered the guarantee. We cannot assure you that a court would not reach one of these conclusions. In the event that a court declares these guarantees to be void, or in the event that the guarantees must be limited or voided in accordance with their terms, any claim you may make against us for amounts payable on the new notes would be effectively subordinated to the obligations of our subsidiaries, including trade payables and other liabilities that constitute indebtedness.

We may be unable to purchase the notes upon a change of control.

Upon a change of control event, we would be required to offer to purchase the notes for cash at a price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest, if any, to the repurchase date. The change of control provisions may not protect you if we undergo a highly leveraged transaction, reorganization, restructuring, acquisition or similar transaction that may adversely affect you unless the transaction is included within the definition of a change of control.

Our Senior Credit Facility, our Tranche 1 Term Loan and our Tranche 2 Term Loan provide that the occurrence of certain events that would constitute a change of control for the purposes of the indenture governing the notes, as well as the triggering of our obligation to repurchase the notes upon a change of control, constitutes a default under such facility. Much of our other debt also requires us to repurchase such debt upon an event that would constitute a change of control for the purposes of

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the notes. Other future debt may contain prohibitions of events that would constitute a change of control or would require such debt to be repurchased upon a change of control. Moreover, the exercise by holders of the notes of their right to require us to repurchase the notes could cause a default under our existing or future debt, even if the change of control itself does not result in a default under existing or future debt. Finally, our ability to pay cash to holders of the notes upon a repurchase may be limited by our financial resources at the time of such repurchase or by the terms of our outstanding debt agreements at the time. Therefore, we cannot assure you that sufficient funds will be available when necessary to make any required repurchases. Our failure to purchase the notes in connection with a change of control would result in a default under the indenture governing the notes. Such a default would, in turn, constitute a default under much of our existing debt, and may constitute a default under future debt as well.

There may not be an active trading market for the new notes, and their price may be volatile. Holders may be unable to sell their new notes at the price desired or at all.

There is no existing trading market for the new notes. As a result, there can be no assurance that a liquid market will develop or be maintained for the new notes, that holders will be able to sell any of the new notes at a particular time (if at all) or that the prices holders receive if or when they sell the new notes will be above their initial offering price. If the new notes are traded after their initial issuance, they may trade at a discount from their initial offering price, depending on prevailing interest rates, the market for similar securities, the price and volatility in the price of our common stock, our performance and other factors. We do not intend to list the new notes on any national securities exchange.

The liquidity of any market for the new notes will depend on a number of factors, including:

the number of holders of the new notes;

our operating performance and financial condition;

the market for similar securities;