GREAT ATLANTIC & PACIFIC TEA CO INC
Form SC 13G/A
February 15, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

The Great Atlantic and Pacific Tea Company, Inc.
(Name of Issuer)

Common Stock, $1.00 par value per share
(Title of Class of Securities)

390064103
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

[ ] Rule 13d-1(b)
[x] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Goodwood Inc.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Ontario, Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 955,000
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 955,000

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
955,000

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
1.7%

12TYPE OF REPORTING PERSON (See Instructions)
CO

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

1354037 Ontario Inc.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Ontario, Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 955,000
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 955,000

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
955,000

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
1.7%

12TYPE OF REPORTING PERSON (See Instructions)
CO

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Goodwood Fund

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 372,700
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 372,700
	8	SHARED DISPOSITIVE POWER 0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
372,700

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
0.7%

12TYPE OF REPORTING PERSON (See Instructions)
IV

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Arrow Goodwood Fund

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 120,100
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 120,100
	8	SHARED DISPOSITIVE POWER 0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
120,100

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
0.2%

12TYPE OF REPORTING PERSON (See Instructions)
IV

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Goodwood Capital Fund

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 67,200
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 67,200
	8	SHARED DISPOSITIVE POWER 0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
67,200

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
0.1%

12TYPE OF REPORTING PERSON (See Instructions)
IV

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

The Goodwood Fund 2.0 Ltd.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 384,600
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 384,600
	8	SHARED DISPOSITIVE POWER 0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
384,600

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
0.7%

12TYPE OF REPORTING PERSON (See Instructions)
IV

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

MSS Equity Hedge 15

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 10,400
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 10,400
	8	SHARED DISPOSITIVE POWER 0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
10,400

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
Less than 0.1%

12TYPE OF REPORTING PERSON (See Instructions)
IV

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Peter H. Puccetti

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 9,789
	6	SHARED VOTING POWER 955,400
	7	SOLE DISPOSITIVE POWER 9,789
	8	SHARED DISPOSITIVE POWER 955,400

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
965,189

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
1.7%

12TYPE OF REPORTING PERSON (See Instructions)
IN

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

J. Cameron MacDonald

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 14,900
	6	SHARED VOTING POWER 962,600
	7	SOLE DISPOSITIVE POWER 14,900
	8	SHARED DISPOSITIVE POWER 962,600

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
977,500

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
1.7%

12TYPE OF REPORTING PERSON (See Instructions)
IN

1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

628088 BC Ltd.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) o
(b) ý

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:
British Columbia, Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 10,900
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 10,900
	8	SHARED DISPOSITIVE POWER 0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
10,900

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
N/A

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
Less than 0.1%

12TYPE OF REPORTING PERSON (See Instructions)
CO

Item 1.

(a) Name of Issuer:

The Great Atlantic and Pacific Tea Company, Inc.

(b) Address of Issuer's Principal Executive Offices:

2 Paragon Drive, Montvale, New Jersey 07645

Item 2.

(a) Name of Person Filing:

This statement is being filed by the following persons and amends the initial Schedule 13G (the "Initial 13G") filed on November 28, 2006, Amendment No. 1 to the Initial 13G filed on November 28, 2006 and Amendment No. 2 to the Initial 13G filed on February 14, 2007 by such persons (collectively, together with this Amendment No. 3, the "Schedule 13G"): (i) Goodwood Fund ("Fund") with respect to shares of common stock, $1.00 par value per share ("Shares"), of the Issuer beneficially owned by it; (ii) Arrow Goodwood Fund ("Arrow") with respect to Shares beneficially owned by it; (iii) Goodwood Capital Fund ("Capital Fund") with respect to Shares beneficially owned by it; (iv) The Goodwood Fund 2.0 Ltd. ("2.0") with respect to Shares beneficially owned by it; (v) MSS Equity Hedge 15 ("Hedge 15") with respect to Shares beneficially owned by it; (vi) Goodwood Inc. ("Goodwood") with respect to Shares beneficially owned by Fund, Arrow, Capital Fund, 2.0 and Hedge 15; (vii) 1354037 Ontario Inc. ("Ontario") with respect to Shares beneficially owned by Goodwood; (viii) Peter H. Puccetti ("Puccetti") with respect to Shares beneficially owned by Ontario, 200 shares owned by a family trust of which he is co-trustee and beneficiary and 200 shares owned by his wife; (ix) 628088 BC Limited ("BC") with respect to shares beneficially owned by it and (x) J. Cameron MacDonald ("MacDonald") with respect to Shares beneficially owned by Ontario, BC and 4,000 shares owned by him and 7,600 shares owned by his wife. Each of Goodwood, Ontario, Puccetti and MacDonald disclaims beneficial ownership of the securities covered by this statement, except as to the securities identified above as owned directly by Puccetti and MacDonald, respectively.

(b) Address of Principal Business Office or, if none, Residence:

The principal business address of Fund, Capital Fund, Arrow, 2.0, Hedge 15, Goodwood, Ontario, Puccetti, BC and MacDonald is 212 King Street West, Suite 201, Toronto, Canada M5H 1K5.

(c) Citizenship:

Each of Fund, Arrow and Capital Fund is a Canadian mutual fund trust and each of 2.0 and Hedge 15 is a Cayman Islands limited liability company. Each of Puccetti and MacDonald is a Canadian citizen. BC is a British Columbia corporation. Each of Ontario and Goodwood is an Ontario corporation.

(d) Title of Class of Securities:

Common Stock, $1.00 par value per share.

(e) CUSIP Number:

390064103

Item 3.

Not Applicable.

Item 4. Ownership

The percentages used herein are calculated based upon the 57,000,320 Shares issued and outstanding as of January 4, 2008, as reported on the Issuer's Quarterly Report on Form 10-Q with respect to the quarter ended December 1, 2007, as filed with the Securities and Exchange Commission.

As of December 31, 2007:

1. Goodwood Inc.
(a) Amount beneficially owned: 955,000
(b) Percent of class: 1.7%
(c) (i) Sole power to vote or direct the vote: 0
(ii) Shared power to vote or direct the vote: 955,000
(iii) Sole power to dispose or direct the disposition: 0
(iv) Shared power to dispose or direct the disposition: 955,000

2. 1354037 Ontario Inc.
(a) Amount beneficially owned: 955,000
(b) Percent of class: 1.7%
(c) (i) Sole power to vote or direct the vote: 0
(ii) Shared power to vote or direct the vote: 955,000
(iii) Sole power to dispose or direct the disposition: 0
(iv) Shared power to dispose or direct the disposition: 955,000

3. Goodwood Fund
(a) Amount beneficially owned: 372,700
(b) Percent of class: 0.7%
(c) (i) Sole power to vote or direct the vote: 372,700
(ii) Shared power to vote or direct the vote: 0
(iii) Sole power to dispose or direct the disposition: 372,700
(iv) Shared power to dispose or direct the disposition: 0

4. Arrow Goodwood Fund

(a) Amount beneficially owned: 120,100

(b) Percent of class: 0.2%

(c) (i) Sole power to vote or direct the vote: 120,100

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

(iii) Sole power to dispose or direct the disposition: 120,100

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

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5. Goodwood Capital Fund
(a) Amount beneficially owned: 67,200
(b) Percent of class: 0.1%
(c) (i) Sole power to vote or direct the vote: 67,200
(ii) Shared power to vote or direct the vote: 0
(iii) Sole power to dispose or direct the disposition: 67,200
(iv) Shared power to dispose or direct the disposition: 0

6. The Goodwood Fund 2.0 Ltd.
(a) Amount beneficially owned: 384,600
(b) Percent of class: 0.7%
(c) (i) Sole power to vote or direct the vote: 384,600
(ii) Shared power to vote or direct the vote: 0
(iii) Sole power to dispose or direct the disposition: 384,600
(iv) Shared power to dispose or direct the disposition: 0

7. MSS Equity Hedge 15
(a) Amount beneficially owned: 10,400
(b) Percent of class: Less than 0.1%
(c) (i) Sole power to vote or direct the vote: 10,400
(ii) Shared power to vote or direct the vote: 0
(iii) Sole power to dispose or direct the disposition: 10,400
(iv) Shared power to dispose or direct the disposition: 0

8. Peter H. Puccetti
(a) Amount beneficially owned: 965,189
(b) Percent of class: 1.7%
(c) (i) Sole power to vote or direct the vote: 9,789
(ii) Shared power to vote or direct the vote: 955,400
(iii) Sole power to dispose or direct the disposition: 9,789
(iv) Shared power to dispose or direct the disposition: 955,400

9. J. Cameron MacDonald
(a) Amount beneficially owned: 977,500
(b) Percent of class: 1.7%
(c) (i) Sole power to vote or direct the vote: 14,900
(ii) Shared power to vote or direct the vote: 962,600
(iii) Sole power to dispose or direct the disposition: 14,900
(iv) Shared power to dispose or direct the disposition: 962,600

10. 620088 BC Limited
(a) Amount beneficially owned: 10,900
(b) Percent of class: Less than 0.1%
(c) (i) Sole power to vote or direct the vote: 10,900
(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 10,900
(iv) Shared power to dispose or direct the disposition: 0

_____

Goodwood does not directly own any Shares. Rather, Goodwood is the sole investment manager of each of Fund, Arrow, Capital Fund, 2.0 and Hedge 15. Ontario Inc. owns all of the capital stock of Goodwood. Messrs. Puccetti and MacDonald control Ontario. Mr. MacDonald is the sole owner of BC. BC directly owns 10,900 Shares. Mr. MacDonald directly owns 4,000 Shares.

Item 5. Ownership Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ý.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below the signatory certifies that, to be best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Dated: February 14, 2008

GOODWOOD INC.

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

1354037 ONTARIO INC.

By: /s/ J. Cameron MacDonald
Name: J. Cameron MacDonald
Title: Authorized Person

GOODWOOD FUND

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

ARROW GOODWOOD FUND

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

GOODWOOD CAPITAL FUND

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

THE GOODWOOD FUND 2.0 LTD.

By:	/s/ Peter H. Puccetti
Name:	Peter H. Puccetti
Title:	Authorized Person

MSS EQUITY HEDGE 15

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

PETER H. PUCCETTI

/s/ Peter H. Puccetti

J. CAMERON MACDONALD

/s/ J. Cameron MacDonald

628088 BC LTD.

By: /s/ J. Cameron MacDonald
Name: J. Cameron MacDonald
Title: Authorized Person

EXHIBIT A

AGREEMENT
JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree jointly to prepare and file with regulatory authorities a Schedule 13G and any amendments thereto reporting each of the undersigned's ownership of securities of The Great Atlantic and Pacific Tea Company, Inc., and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

Dated: February 14, 2008

GOODWOOD INC.

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

1354037 ONTARIO INC.

By: /s/ J. Cameron MacDonald
Name: J. Cameron MacDonald
Title: Authorized Person

GOODWOOD FUND

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

ARROW GOODWOOD FUND

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

GOODWOOD CAPITAL FUND

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

THE GOODWOOD FUND 2.0 LTD.

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

MSS EQUITY HEDGE 15

By: /s/ Peter H. Puccetti
Name: Peter H. Puccetti
Title: Authorized Person

PETER H. PUCCETTI

/s/ Peter H. Puccetti

J. CAMERON MACDONALD

/s/ J. Cameron MacDonald

628088 BC LTD.

By: /s/ J. Cameron MacDonald
Name: J. Cameron MacDonald
Title: Authorized Person