

Edgar Filing: DRUGSTORE COM INC - Form SC 13G

DRUGSTORE COM INC
Form SC 13G
February 08, 2002

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.) (1)

drugstore.com, inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

262241102
(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

The information required 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 or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, see the Notes).

CUSIP No. 262241102

13G

Page 2 of 7 Pages

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1 NAME OF REPORTING PERSON
Rite Aid Corporation
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	- 0 -
	6	SHARED VOTING POWER	9,334,746
	7	SOLE DISPOSITIVE POWER	- 0 -
	8	SHARED DISPOSITIVE POWER	9,334,746

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,334,746

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
14.0%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 262241102 13G Page 3 of 7 Pages

1 NAME OF REPORTING PERSON
Rite Investments Corp.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER - 0 - SHARED VOTING POWER 9,334,746 SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER 9,334,746	
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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,334,746
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 14.0%
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12	TYPE OF REPORTING PERSON* CO
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*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 262241102 13G Page 4 of 7 Pages

Item 1(a). Name of Issuer:
drugstore.com, inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:
13920 S. E. Eastgate Way, Suite 300, Bellevue, Washington
98005.

Item 2(a). Name of Persons Filing:
The persons filing are Rite Aid Corporation ("Rite Aid")
and Rite Investments Corp. ("Rite Investments"). Rite
Investments is a wholly-owned subsidiary of Rite Aid.

Item 2(b). Address of Principal Business Office or, if None, Residence:
The principal business office of both filers is located
at 30 Hunter Lane, Camp Hill, Pennsylvania 17011.

Item 2(c). Citizenship:
Rite Aid and Rite Investments are both incorporated in
the State of Delaware.

Item 2(d). Title of Class of Securities:
Common Stock, par value \$0.0001 per share ("Common
Stock").

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Item 2(e). CUSIP Number:

262241102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b), Check Whether the Person Filing is a:

Not Applicable.

CUSIP No. 262241102 13G Page 5 of 7 Pages

Item 4. Ownership.

At December 31, 2001, Rite Investments owned 9,334,746 shares of Common Stock (the "Shares"). Rite Investments received the Shares from Rite Aid upon conversion of preferred stock originally acquired by Rite Aid from the Issuer prior to the Issuer's initial public offering in July 1999. The Shares were transferred by Rite Aid, without consideration, to Rite Investments. Rite Investments is a wholly-owned subsidiary of Rite Aid.

(a) Amount Beneficially Owned: 9,334,746

(b) Percent of Class:

14.0% based on the number of shares of Common Stock outstanding on November 9, 2001, which was 66,589,118, according to the Issuer's most recent quarterly report.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: None.

(ii) Shared power to vote or to direct the vote:
9,334,746

(iii) Sole power to dispose or to direct the disposition of: None.

(iv) Shared power to dispose or to direct the disposition of: 9,334,746

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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

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.

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Not Applicable.

CUSIP No. 262241102 13G Page 6 of 7 Pages

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

CUSIP No. 262241102 13G Page 7 of 7 Pages

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 8, 2002

RITE AID CORPORATION

By: /s/ Elliot S. Gerson

Name: Elliot S. Gerson
Title: Senior Executive Vice
President

RITE INVESTMENTS CORP.

By: /s/ Elliot S. Gerson

Name: Elliot S. Gerson
Title: Senior Vice President