

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 3
 August 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Emil Capital Partners, LLC (Last) (First) (Middle) 2 PARAGON DRIVE (Street) MONTVALE, NJ 07645 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/14/2008	3. Issuer Name and Ticker or Trading Symbol GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
---	--	--	--	--	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1 par value ⁽¹⁾	77,300	D	A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emil Capital Partners, LLC 2 PARAGON DRIVE MONTVALE, NJ 07645	Â	Â X	Â	Â
TENGELMANN WARENHANDELSGESELLSCHAFT KG WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M	Â	Â X	Â	Â
TENGELMANN VERWALTUNGS UND BETEILIGUNGS GMBH WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M	Â	Â X	Â	Â
HAUB KARL ERIVAN WARDER WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M	Â	Â X	Â	Â
HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645	Â X	Â X	Â	Â
HAUB ERIVAN KARL WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M	Â	Â X	Â	Â

Signatures

Karl-Erivan Warder Haub by John D. Barline (Attorney-in-Fact)	08/19/2008
**Signature of Reporting Person	Date
Emil Capital Partners, LLC, by Dr. Andreas Guldin, CEO, by John D. Barline (Attorney-in-Fact)	08/19/2008
**Signature of Reporting Person	Date
Christian Wilhelm Erich Haub by John D. Barline (Attorney-in-Fact)	08/19/2008
**Signature of Reporting Person	Date
Tengelmann Warenhandelsgesellschaft KG, by Tengelmann Verwaltungs- und Beteiligungs GmbH, as Managing Partner, by Christian Wilhelm Erich Haub, Co-CEO, by John D. Barline (Attorney-in-Fact)	08/19/2008
**Signature of Reporting Person	Date
Erivan Karl Haub by John D. Barline (Attorney-in-Fact)	08/19/2008
**Signature of Reporting Person	Date
Tengelmann Verwaltungs- und Beteiligungs GmbH, by Christian Wilhelm Erich Haub, Co-CEO, by John D. Barline (Attorney-in-Fact)	08/19/2008

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Emil Capital Partners, LLC is a Limited Liability Company, organized under the laws of Delaware. Tengelmann Warenhandelsgesellschaft KG holds 100 percent of the outstanding membership interests of Emil Capital Partners, LLC. Each Reporting Person other than Emil Capital Partners, LLC, expressly declares that the filing of this statement is not an admission that they are, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by Emil Capital Partners, LLC.

^

Remarks:

EXHIBIT LIST - Exhibit 24 (CE) - Power of Attorney from Dr. Andreas Guldin authorizing signature

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.