

GREAT ATLANTIC & PACIFIC TEA CO INC
Form 15-12B
March 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: **001-04141**

**THE GREAT ATLANTIC & PACIFIC TEA COMPANY,
INC.**

(Exact name of registrant as specified in its charter)

Two Paragon Drive, Montvale, New Jersey 07645

(201) 573-9700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$1 per share

9 3/8% Senior Quarterly Interest Bonds due August 1, 2039
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

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| | |
|----------------------|----|
| Rule 12g-4(a)(1) | x |
| Rule 12g-4(a)(2) | .. |
| Rule 12h-3(b)(1)(i) | x |
| Rule 12h-3(b)(1)(ii) | .. |
| Rule 15d-6 | .. |

Approximate number of holders of record as of the certification or notice date:

Common Stock, par value \$1 per share : 0

9 3/8% Senior Quarterly Interest Bonds due August 1, 2039: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, Cephalon, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 13, 2012

By: /s/ Frederic F. Brace
Name: Frederic F. Brace
Title: Chief Administrative Officer