



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3561

December 18, 2015

Via E-mail

John T. Standley  
Chairman and Chief Executive Officer  
Rite Aid Corporation  
30 Hunter Lane  
Camp Hill, Pennsylvania 17011

**Re: Rite Aid Corporation  
Proxy Statement on Schedule 14A  
Filed November 24, 2015  
File No. 001-05742**

Dear Mr. Standley:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ David Link for

John Reynolds  
Assistant Director  
Office of Beverages,  
Apparel, and Mining

cc: Marie L. Gibson, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP