Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE RITE AID 401(K) PLAN

1b Three-digit plan number (PN) ▶ 025

1c Effective date of plan 04/01/1985

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

RITE AID CORPORATION

P.O. BOX 3165
HARRISBURG, PA 17105

2b Employer Identification Number (EIN)
23-1614034

2c Plan Sponsor's telephone number
717-761-2633

2d Business code (see instructions)
446110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2018	JESSICA KAZMAIER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor

EMPLOYEE BENEFITS ADMINISTRATION COMMITTEE

P.O. BOX 3165
HARRISBURG, PA 17105

3b Administrator's EIN: 23-1614034

3c Administrator's telephone number: 717-761-2633

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	72319
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	61808
a(2) Total number of active participants at the end of the plan year	**6a(2)**	51642
b Retired or separated participants receiving benefits	**6b**	190
c Other retired or separated participants entitled to future benefits	**6c**	12672
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	64504
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	438
f Total. Add lines **6d** and **6e**.	**6f**	64942
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	35644
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☒		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2017** **This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE RITE AID 401(K) PLAN

B Three-digit plan number (PN) ▶ 025

C Plan sponsor's name as shown on line 2a of Form 5500
RITE AID CORPORATION

D Employer Identification Number (EIN)
23-1614034

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HEWITT FINANCIAL SERVICES LLC

36-3943169

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ALIGHT FINANCIAL SOLUTIONS, LLC

82-1061233

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	RECORDKEEPER	1177497	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST INVESTMENTS INC

300 ATLANTIC STREET
STAMFORD, CT 06901

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 26 50	NONE	801975	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

MATRIX TRUST COMPANY

RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	TRUSTEE	124917	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

QDRO CONSULTANTS

3071 PEARL ROAD
MEDINA, OH 44256

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	NONE	10357	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE RITE AID 401(K) PLAN

B Three-digit plan number (PN) ▶ 025

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RITE AID CORPORATION

D Employer Identification Number (EIN)
23-1614034

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: RITE AID MASTER RET SAVINGS TRUST

b Name of sponsor of entity listed in (a): RITE AID CORPORATION

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-1614034-001	M	3420783540

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE RITE AID 401(K) PLAN

B Three-digit plan number (PN) ▶ 025

C Plan sponsor's name as shown on line 2a of Form 5500
RITE AID CORPORATION

D Employer Identification Number (EIN)
23-1614034

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	63938320	63645067
(2) Participant contributions	1b(2)	5248151	1722878
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	52236824	51347762
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	2968803436	3420783540
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3090226731	3537499247
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3090226731	3537499247

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	63152579	
	(B) Participants	2a(1)(B)	140479779	
	(C) Others (including rollovers)	2a(1)(C)	5608826	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		209241184
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2039267	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2039267
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		513784970
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		725065421
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	276616163	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		276616163
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	135274	
(2) Contract administrator fees	2i(2)	1177497	
(3) Investment advisory and management fees	2i(3)	801975	
(4) Other	2i(4)	219314	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2334060
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		278950223
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		446115198
l Transfers of assets:			
(1) To this plan	2l(1)		1157318
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE LLP **(2)** EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE RITE AID 401(K) PLAN

B Three-digit plan number (PN) ▶ 025

C Plan sponsor's name as shown on line 2a of Form 5500
RITE AID CORPORATION

D Employer Identification Number (EIN)
23-1614034

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 52-1481931

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

The Rite Aid 401(k) Plan

Employer ID No: 23-1614034

Plan No: 025

Financial Statements as of December 31, 2017 and 2016, and for the Year Ended December 31, 2017, Supplemental Schedule as of December 31, 2017, and Independent Auditors' Report

THE RITE AID 401(k) PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1–2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2017 and 2016	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2017	4
Notes to Financial Statements as of December 31, 2017 and 2016, and for the Year Ended December 31, 2017	5–18
SUPPLEMENTAL SCHEDULE —	19
Form 5500, Schedule H Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2017	20

NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte & Touche LLP
1700 Market Street
24th Floor
Philadelphia, PA 19103
USA

Tel: +1 215-246-2300
Fax: +1 215-569-2441
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
The Rite Aid 401(k) Plan
Harrisburg, Pennsylvania:

We were engaged to audit the accompanying financial statements of The Rite Aid 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Statutory-Basis Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Matrix Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

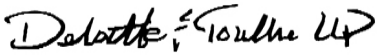
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule listed in the Table of Contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



October 5, 2018

THE RITE AID 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2017 AND 2016

	2017	2016
ASSETS:		
Investments — at fair value:		
Participant-directed investments -		
Interest in Rite Aid Master Retirement Savings Trust	$ 2,965,289,266	$ 2,495,401,455
Investments — at contract value:		
Participant-directed investments -		
Interest in Rite Aid Master Retirement Savings Trust	$ 455,494,274	$ 473,401,981
Receivables:		
Employer contributions	63,645,067	63,938,320
Employee contributions	1,722,878	5,248,151
Notes receivable from participants	51,347,762	52,236,824
Total receivables	116,715,707	121,423,295
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,537,499,247	$ 3,090,226,731

See notes to financial statements.

THE RITE AID 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2017

ADDITIONS:	
Contributions:	
Employee	$ 140,479,779
Employer	63,152,579
Rollover	5,608,826
Total contributions	209,241,184
Plan's interest in investment income on Master Trust	513,784,970
Interest income on notes receivable from participants	2,039,267
Total additions	725,065,421
DEDUCTIONS:	
Benefit payments	276,616,163
Administrative expenses	2,334,060
Total deductions	278,950,223
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	446,115,198
TRANSFER IN FROM REDI-CLINIC 401k PLAN	1,157,318
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	3,090,226,731
NET ASSETS AVAILABLE FOR BENEFITS — End of year	$ 3,537,499,247

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following brief description of The Rite Aid 401(k) Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General — The Plan is a defined contribution plan. An individual account is established for each participant and provides benefits that are based on (a) amounts the participant and Rite Aid Corporation (the "Company" or "Plan Sponsor") contributed to a participant's account, (b) investment earnings (losses), and (c) any forfeitures allocated to the account, less administrative expenses charged to the Plan and allocated to participant accounts, if any.

Matrix Trust Company ("Trustee") serves as Plan Trustee. The Employee Benefits Administration Committee is the plan administrator ("Plan Administrator") and is responsible for the preparation of the Plan's financial statements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 3, 2017 the Plan was amended to merge the former RediClinic Corporation Retirement Plan (the "RediClinic Plan") into this Plan, with this being the surviving Plan. Assets of $1,157,318 and loan receivables of $38,438 were merged on January 3, 2017.

Effective June 6, 2017 the record keeper for the Plan had a name change from Aon Hewitt to Alight Solutions.

Participation — Substantially all non-union Plan Sponsor employees become eligible to participate in the Plan after attaining age 21 and completing three months of service. Participants of the Plan are eligible for matching contributions upon attaining age 21 and completing one year of service (a twelve-month period when at least 1,000 hours are credited).

Contributions — Effective January 1, 2008, participants may contribute up to 70% of pretax annual compensation up to the maximum dollar limit, as defined in the Plan. Participants age 50 and over may make additional pretax contributions, as defined in the Plan. The Plan Sponsor matches 100% of a participant's pretax payroll contributions, up to a maximum of 3% of such participant's pretax annual compensation. Thereafter, the Plan Sponsor will match 50% of the participant's additional pretax payroll contributions, up to a maximum of 2% of such participant's additional pretax annual compensation. A participant may also contribute, or rollover, amounts representing distributions from another qualified defined benefit or defined contribution plan. Contributions are subject to certain Internal Revenue Code (IRC) limitations.

Investment Options — The Plan provides participants with the option of investing the participant's account balances into various investment options contained within the Master Trust. The Plan currently offers four mutual funds, six custom funds, twelve common/collective trusts, and a stable value fund ("SVF").

The Plan's custom funds are custom investment options created specifically for the Plan by Northern Trust Global Advisors, Inc. The custom funds are an unregistered custom account maintained by the

Trustee. The performance of the custom funds is based on the performance of the underlying mutual funds which are registered in the market.

Payment of Benefits — Upon termination of service, a participant may elect to receive benefit distributions in one of several forms, including installment payments or lump-sum payments. In certain cases, spousal consent may be required in order to elect a form of distribution other than a joint and survivor annuity. Benefits are payable upon retirement, termination of employment, or the death or disability of the participant. In certain circumstances, benefits may be paid to a participant prior to the participant's termination of employment.

Notes Receivable from Participants — A participant may elect to borrow against the participant's vested balance at a reasonable rate of interest as defined in the Plan document. A participant may borrow up to 50% of the participant's vested balance, with a maximum loan of $50,000. A participant may only have one loan outstanding at any time.

Vesting — Participants are immediately vested in all employee contributions credited to the participant's accounts plus actual earnings (losses) thereon. Effective January 1, 2002, participants became immediately vested in all Plan Sponsor's contributions credited to the participant's accounts plus actual earnings (losses) thereon made after that date.

Forfeited Accounts — When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account as defined by the Plan, represents a forfeiture. The plan document permits the use of forfeitures to either reduce future employer contributions or plan administrative expenses for the plan year. However, if a participant is reemployed and fulfills certain requirements, as defined in the plan document, the account will be reinstated. At December 31, 2017 and 2016, forfeited nonvested accounts totaled $1,618 and $40,341, respectively. During 2017, employer contributions were reduced by $40,341 from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Risks and Uncertainties — The plan utilizes various investment instruments, including registered investment companies and a SVF. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the reported changes to the Plan's net assets available for benefits during the reporting period. Actual results may differ from those estimates and assumptions.

The Plan invests in mutual funds, custom funds, common/collective trusts, and the SVF. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible

that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments in the Rite Aid Master Retirement Savings Trust are stated at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Money market funds are stated at amortized cost, which approximates fair value. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end.

Common collective trust funds are stated at net asset value as determined by the issuer of the common collective trust funds based on the net asset value of the underlying investments, utilizing the practical expedient.

The SVF is a custom investment which is made up of a fully benefit responsive synthetic guaranteed contact ("GIC") issued by Prudential Insurance Company of America ("Prudential") and an investment in the T. Rowe Price Stable Value Common Trust Fund, on an approximate 50%-50% basis. The synthetic GIC is made up of a group annuity contract and a portfolio of assets owned by the Plan and designee. The fair value of the synthetic GIC portion of the SVF is based on the fair value of the underlying investments and the wrapper contract and then adjusted to arrive at contract value, which represents principle plus accrued interest. The Common Trust Fund portion of the SVF is based on the net asset value ("NAV") of the underlying asset portfolio which is further discussed in Note 4 below. In accordance with GAAP, the SVF is included at contract value in participant-directed investments in the statements of net assets available for benefits. The statement of changes in net assets available for benefits is presented on a contract basis.

The common collective trust funds and the SVF may invest in fixed interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

Purchases and sales of securities are recorded on a trade-date basis. Realized gain or loss on investment transactions is determined using the first-in, first-out method; investment transactions are recorded at the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Valuation of Investment(s) Contracts — The Plan offers the SVF as an investment option, which as discussed above consists of a synthetic GIC. Interest on the synthetic GIC portion of the SVF is credited daily. Prudential declares an annual interest rate on a quarterly basis and credits one-fourth of that amount on a quarterly basis. The synthetic GIC portion of the SVF is deemed to be fully benefit responsive; therefore, it is presented at contract value.

Administrative Expenses — Plan fees and expenses related to account maintenance, transactions and investment fund management are allocated to participant accounts. Under the terms of the Plan document, costs relating to Plan administration may be paid by the Plan Sponsor or paid from Plan

forfeitures. For the year ended December 31, 2017, participant accounts have paid substantially all administrative expenses.

Recently Issued Accounting Pronouncements Not Yet Adopted — In February 2017, the FASB issued ASU No. 2017-06, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting. For each master trust in which a plan holds an interest, the amendments in this Update require a plan's interest in that master trust and any change in that interest to be presented in separate line items in the statement of net assets available for benefits and in the statement of changes in net assets available for benefits, respectively. Additionally, the amendments in this Update remove the requirement to disclose the percentage interest in the master trust for plans with divided interests and require that all plans disclose the dollar amount of their interest in each of those general types of investments, which supplements the existing requirement to disclose the master trust's balances in each general type of investments. Finally, the amendments in this Update require all plans to disclose (1) their master trust's other asset and liability balances and (2) the dollar amount of the plan's interest in each of those balances. The amendments in this Update are effective for fiscal years beginning after December 15, 2018. Management is evaluating the potential impact that adoption of this ASU will have on the plan financial statements.

3. INFORMATION CERTIFIED BY TRUSTEE

The Plan's investments are held in a Master Trust that was established for the investment of assets of the Plan and several other Company sponsored retirement plans. The assets of the Master Trust are held by the Trustee as of and for the periods ended December 31, 2017 and December 31, 2016. A portion of the Plan's asset portfolio is segregated from the other participating plan's assets within the Master Trust whereas the remaining portion is commingled with other participating plan's assets for investment and administrative purposes. Although a portion of the assets of all plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income and administrative expenses are allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans. For the portion of assets that is segregated, the Plan does not have an undivided interest in each investment in the Master Trust. Rather, the Plan has a specific interest in each of these investments that differs from the overall percentage interest in the Master Trust.

In compliance with GAAP, the net change in value from participation in the Master Trust is reported as one line item in the accompanying statement of changes in net assets available for benefits and the Plan's interest in the Master Trust is reported as a single line item in the accompanying statements of net assets available for benefits for those investments at fair value and a single line item for those investments at contract value.

A summary of assets of the Master Trust as of December 31, 2017 and 2016, is as follows:

	December 31, 2017	
Mutual funds:		
Vanguard Extended Equity Market Index Fund	$	119,189,354
Vanguard FTSE All World		59,000,389
Vanguard Instl Index Fund		362,999,982
Vanguard Total Bond Market		61,944,256
Total mutual funds		603,133,981
Custom funds:		
Northern Trust Global Advisors International Equity Fund		
John Hancock Disciplined Value International Fund		49,680,086
Oppenheimer International Growth Fund		22,581,858
Van Eck Emerging Markets Fund		18,065,487
Northern Trust Global Advisors Large-Cap Growth Fund		
T. Rowe Price Blue Chip Growth Fund		163,356,157
Jennison Growth Fund		163,356,169
Northern Trust Global Advisors Large-Cap Value Fund		
Delaware Value Fund		90,285,592
Dodge & Cox Stock Fund		48,615,321
Northern Trust Global Advisors Mid-Cap Fund		
Harbor Mid Cap Value Fund		56,391,794
T. Rowe Price Mid Cap Growth Fund		56,391,796
Northern Trust Small-Cap Fund		
Undisc Mgrs Behav Value Fund		35,674,969
Wells Fargo Small Company Growth Fund		35,674,970
Westcore Small Cap Value Fund		30,578,546
Fixed Income Fund		
Doubleline Total Return Bond I		47,790,997
Natixis Loomis SAY C/P Bond Y		47,655,581
Total custom funds		866,099,323
Common and Collective Trusts:		
T. Rowe Price Retirement Bal Active Trust C		21,159,601
T. Rowe Price Retirement 2005 Active Trust C		11,063,412
T. Rowe Price Retirement 2010 Active Trust C		24,252,732
T. Rowe Price Retirement 2015 Active Trust C		88,266,853
T. Rowe Price Retirement 2020 Active Trust C		216,463,240
T. Rowe Price Retirement 2025 Active Trust C		264,288,630
T. Rowe Price Retirement 2030 Active Trust C		273,050,785
T. Rowe Price Retirement 2035 Active Trust C		233,911,060
T. Rowe Price Retirement 2040 Active Trust C		242,595,616
T. Rowe Price Retirement 2045 Active Trust C		158,432,183
T. Rowe Price Retirement 2050 Active Trust C		98,818,979
T. Rowe Price Retirement 2055 Active Trust C		45,874,268
Total Common and Collective Trusts		1,678,177,359
Investments at contract value:		
Fully benefit-responsive investment contracts		485,253,327
Net assets of the Master Trust	$	3,632,663,990
Plan's interest in net assets of the Master Trust	$	3,417,890,489

	December 31, 2016	
Mutual funds:		
Vanguard Extended Equity Market Index Fund	$	109,294,830
Vanguard FTSE All World		40,734,004
Vanguard Instl Index Fund		304,606,723
Vanguard Total Bond Market		58,768,573
Total mutual funds		513,404,130
Custom funds:		
Northern Trust Global Advisors International Equity Fund		
John Hancock Disciplined Value International Fund		37,485,899
Oppenheimer International Growth Fund		17,039,045
Van Eck Emerging Markets Fund		13,631,232
Northern Trust Global Advisors Large-Cap Growth Fund		
T. Rowe Price Blue Chip Growth Fund		114,633,680
Jennison Growth Fund		114,633,677
Northern Trust Global Advisors Large-Cap Value Fund		
Delaware Value Fund		87,544,298
Dodge & Cox Stock Fund		47,139,237
Northern Trust Global Advisors Mid-Cap Fund		
Harbor Mid Cap Value Fund		49,556,126
T. Rowe Price Mid Cap Growth Fund		49,556,124
Northern Trust Small-Cap Fund		
Undisc Mgrs Behav Value Fund		35,357,196
Wells Fargo Small Company Growth Fund		35,357,196
Westcore Small Cap Value Fund		30,306,168
Fixed Income Fund		
Doubleline Total Return Bond I		45,523,802
Natixis Loomis SAY C/P Bond Y		45,376,067
Total custom funds		723,139,747
Common and Collective Trusts:		
T. Rowe Price Retirement Bal Active Trust C		15,906,387
T. Rowe Price Retirement 2005 Active Trust C		11,234,030
T. Rowe Price Retirement 2010 Active Trust C		26,627,840
T. Rowe Price Retirement 2015 Active Trust C		93,368,170
T. Rowe Price Retirement 2020 Active Trust C		205,759,457
T. Rowe Price Retirement 2025 Active Trust C		224,999,972
T. Rowe Price Retirement 2030 Active Trust C		228,017,991
T. Rowe Price Retirement 2035 Active Trust C		189,259,251
T. Rowe Price Retirement 2040 Active Trust C		194,875,011
T. Rowe Price Retirement 2045 Active Trust C		124,224,843
T. Rowe Price Retirement 2050 Active Trust C		72,278,331
T. Rowe Price Retirement 2055 Active Trust C		26,673,780
Total Common and Collective Trusts		1,413,225,063
Investments at contract value:		
Fully benefit-responsive investment contracts		504,145,785
Net assets of the Master Trust	$	3,153,914,725
Plan's interest in net assets of the Master Trust	$	2,966,735,923

Investment income from the Master Trust for the year ended December 31, 2017 is as follows (in thousands):

	December 31, 2017	
	Dividends and interest income	Net Appreciation/ (Depreciation) in fair value of investments
Mutual funds	$ 9,766,010	$ 88,902,904
Custom funds	0	159,904,513
Common and collective trusts	0	273,114,153
Stable value funds	0	12,697,008
Total	$ 9,766,010	$ 534,618,578
Total investment income on Master Trust		$ 544,384,588
Plan's interest in investment income on Master Trust		$ 513,784,970

4. FAIR VALUE MEASUREMENTS

The Plan utilizes the three-level valuation hierarchy for the recognition and disclosure of fair value measurements.

The categorization of assets and liabilities within this hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. The three levels of the hierarchy consist of the following:

Level 1 — Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 — Inputs to the valuation methodology are quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument.

Level 3 — Inputs to the valuation methodology are unobservable inputs based upon management's best estimate of inputs market participants could use in pricing the asset or liability at the measurement date, including assumptions about risk.

The following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Mutual Funds — The Plan measures its mutual funds that are exchange-traded using the fund's quoted price, which is in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy.

Custom Funds — Custom funds are made up of two mutual funds. The Plan measures its mutual funds that are exchange-traded using the fund's quoted price. They are traded daily based on observable fair value at a net asset value (NAV) that is recalculated daily. Regardless of the underlying investments, as permitted under GAAP, the Plan values its investment in the custom funds using the practical expedient of net asset value. There are no redemption restrictions on its investment in the custom funds and shares can be redeemed at net asset value on a daily basis without a notice period. In accordance with ASC Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy.

Common and Collective Trusts — The Common and Collective trusts are priced at trust NAV per unit, adjusted for trustee fees accrued daily (as applicable). Investments held by the trusts are stated at fair value in accordance with ASC Topic 820. Regardless of the underlying investments, as permitted under GAAP, the Plan values its investment in the custom and collective trusts using the practical expedient of net asset value. There are no redemption restrictions on its investment in the custom funds and shares can be redeemed at net asset value on a daily basis without a notice period. In accordance with ASC Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy.

Stable Value Fund — Stable value fund is a blended investment consisting of the synthetic GIC and the stable value common trust fund. The fair value of the synthetic GIC is based on the underlying portfolio of fixed income securities whose value is derived from the observable inputs based on the pricing of similar instruments that are publicly traded. The stable value common trust fund has underlying investments that consist of cash equivalents, collective trust funds, GICs, and alternative investment contracts. Cash equivalents are short-term investment funds that have a maturity of 90 days or less and are valued at cost. The collective trust funds value is derived by their respective NAV. The collective trust funds consist of bonds and asset-backed securities whose value is derived from observable inputs based on the pricing of similar instruments that are publicly traded. GICs are valued based on their underlying securities, which consist of bonds whose value is derived from observable inputs, including London InterBank Offered Rate (LIBOR) forward interest rate curves. The bonds are valued based on the pricing of similar bonds that are publicly traded. In determining fair value, factors such as the benefit-responsiveness of the investment contracts and the ability of the parties to the investment contracts to perform in accordance with the terms of the contracts, such inputs were not significant to the valuation. Alternative investment contracts are valued based on their underlying securities, which consists of common funds consisting of bonds and asset-backed securities whose value is derived from observable inputs based on the pricing of similar instruments that are publicly traded. Regardless of the underlying investments, as permitted under GAAP, the Plan values its investment in the stable value common trust fund using the practical expedient of net asset value. There are no redemption restrictions on its investment in the custom funds and shares can be redeemed at net asset value on a daily basis without a notice period. In accordance with ASC Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different

methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by Level within the fair value hierarchy a summary of the Master Trust's investments, and the corresponding Plan's interest in those investments, measured at fair value on a recurring basis at December 31, 2017 and 2016.

	Investments at Fair Value			
	Active Markets with Identical Assets Level 1	Other Observable Imputs Level 2	Significant Unobservable Imputs Level 3	Total
December 31, 2017:				
Cash and Cash Equivalents	$ 2,937,171	$ -	$ -	$ 2,937,171
Mutual funds				
Vanguard Extended Equity Market Index Fund	$ 119,189,354	$ -	$ -	$ 119,189,354
Vanguard FTSE All World	59,000,389	-	-	59,000,389
Vanguard Instl Index Fund	362,999,987	-	-	362,999,987
Vanguard Total Bond Market	61,977,470	-	-	61,977,470
Total mutual funds	603,167,200	-	-	603,167,200
Investments Measured at Net Asset Value				
Custom funds				
Northern Trust Global Advisors International Equity Fund				
John Hancock Disciplined Value International Fund	-	-	-	49,680,086
Oppenheimer International Growth Fund	-	-	-	22,581,858
Van Eck Emerging Markets Fund	-	-	-	18,065,487
Northern Trust Global Advisors Large-Cap Growth Fund				
T. Rowe Price Blue Chip Growth Fund	-	-	-	163,356,165
Jennison Growth Fund	-	-	-	163,356,169
Northern Trust Global Advisors Large-Cap Value Fund				
Delaware Value Fund	-	-	-	90,285,591
Dodge & Cox Stock Fund	-	-	-	48,615,321
Northern Trust Global Advisors Mid-Cap Fund				
Harbor Mid Cap Value Fund	-	-	-	56,391,796
T. Rowe Price Mid Cap Growth Fund	-	-	-	56,391,796
Northern Trust Small-Cap Fund				
Undisc Mgrs Behav Value Fund	-	-	-	35,674,967
Wells Fargo Small Company Growth Fund	-	-	-	35,674,970
Westcore Small Cap Value Fund	-	-	-	30,578,546
Fixed Income Fund				
Doubleline Total Return Bond I	-	-	-	47,790,996
Natixis Loomis SAY C/P Bond Y	-	-	-	47,655,581
Total custom funds	-	-	-	866,099,329
Common and Collective Trusts				
T. Rowe Price Retirement Bal Active Trust C	-	-	-	21,159,601
T. Rowe Price Retirement 2005 Active Trust C	-	-	-	11,063,412
T. Rowe Price Retirement 2010 Active Trust C	-	-	-	24,252,732
T. Rowe Price Retirement 2015 Active Trust C	-	-	-	88,266,853
T. Rowe Price Retirement 2020 Active Trust C	-	-	-	216,463,239
T. Rowe Price Retirement 2025 Active Trust C	-	-	-	264,288,628
T. Rowe Price Retirement 2030 Active Trust C	-	-	-	273,050,785
T. Rowe Price Retirement 2035 Active Trust C	-	-	-	233,911,062
T. Rowe Price Retirement 2040 Active Trust C	-	-	-	242,595,617
T. Rowe Price Retirement 2045 Active Trust C	-	-	-	158,432,183
T. Rowe Price Retirement 2050 Active Trust C	-	-	-	98,818,979
T. Rowe Price Retirement 2055 Active Trust C	-	-	-	45,874,269
Total Common and Collective Trusts	-	-	-	1,678,177,360
Total Investments Measured at Net Asset Value	-	-	-	2,544,276,689
Net assets of the Master Trust	$ 606,104,371	$ -	$ -	$ 3,150,381,060
Plan's Interest in net assets in the Master Trust				$ 2,965,289,266

	Investments at Fair Value			
	Active Markets with Identical Assets Level 1	Other Observable Imputs Level 2	Significant Unobservable Imputs Level 3	Total
December 31, 2016:				
Cash and Cash Equivalents	$ 2,177,383	$ -	$ -	$ 2,177,383
Mutual funds				
Vanguard Extended Equity Market Index Fund	$ 109,294,830	$ -	$ -	$ 109,294,830
Vanguard FTSE All World	40,734,005	-	-	40,734,005
Vanguard Instl Index Fund	304,606,726	-	-	304,606,726
Vanguard Total Bond Market	58,747,671	-	-	58,747,671
Total mutual funds	513,383,232	-	-	513,383,232
Investments Measured at Net Asset Value				
Custom funds				
Northern Trust Global Advisors International Equity Fund				
John Hancock Disciplined Value International Fund	-	-	-	37,485,899
Oppenheimer International Growth Fund	-	-	-	17,039,045
Van Eck Emerging Markets Fund	-	-	-	13,631,232
Northern Trust Global Advisors Large-Cap Growth Fund				
T. Rowe Price Blue Chip Growth Fund	-	-	-	114,633,680
Jennison Growth Fund	-	-	-	114,633,674
Northern Trust Global Advisors Large-Cap Value Fund				
Delaware Value Fund	-	-	-	87,544,298
Dodge & Cox Stock Fund	-	-	-	47,139,236
Northern Trust Global Advisors Mid-Cap Fund				
Harbor Mid Cap Value Fund	-	-	-	49,556,126
T. Rowe Price Mid Cap Growth Fund	-	-	-	49,556,125
Northern Trust Small-Cap Fund				
Undisc Mgrs Behav Value Fund	-	-	-	35,357,196
Wells Fargo Small Company Growth Fund	-	-	-	35,357,196
Westcore Small Cap Value Fund	-	-	-	30,306,167
Fixed Income Fund				
Doubleline Total Return Bond I	-	-	-	45,523,802
Natixis Loomis SAY C/P Bond Y	-	-	-	45,376,067
Total custom funds	-	-	-	723,139,743
Common and Collective Trusts				
T. Rowe Price Retirement Bal Active Trust C	-	-	-	15,906,387
T. Rowe Price Retirement 2005 Active Trust C	-	-	-	11,234,030
T. Rowe Price Retirement 2010 Active Trust C	-	-	-	26,627,840
T. Rowe Price Retirement 2015 Active Trust C	-	-	-	93,368,170
T. Rowe Price Retirement 2020 Active Trust C	-	-	-	205,759,456
T. Rowe Price Retirement 2025 Active Trust C	-	-	-	224,999,971
T. Rowe Price Retirement 2030 Active Trust C	-	-	-	228,017,990
T. Rowe Price Retirement 2035 Active Trust C	-	-	-	189,259,252
T. Rowe Price Retirement 2040 Active Trust C	-	-	-	194,875,012
T. Rowe Price Retirement 2045 Active Trust C	-	-	-	124,224,843
T. Rowe Price Retirement 2050 Active Trust C	-	-	-	72,278,332
T. Rowe Price Retirement 2055 Active Trust C	-	-	-	26,673,780
Total Common and Collective Trusts	-	-	-	1,413,225,063
Total Investments Measured at Net Asset Value	-	-	-	2,136,364,806
Net assets of the Master Trust	$ 515,560,615	$ -	$ -	$ 2,651,925,421
Plan's Interest in net assets in the Master Trust				$ 2,495,401,455

For the years ended December 31, 2017 and 2016, there were no significant transfers in or out of Levels 1, 2, or 3.

Other Financial Instruments — Other financial instruments not detailed above, employer and employee contributions receivable and notes receivable from participants, are recorded at book value, which the Plan believes approximates their fair values due to their short term nature.

5. NET ASSET VALUE (NAV) PER SHARE

The following tables set forth a summary of the Plan's investments with a reported NAV at December 31, 2017 and 2016.

	Fair Value Estimated Using Net Asset Value per Share December 31, 2017			
Investment	**Fair Value ***	**Unfunded Commitment**	**Redemption Frequency**	**Redemption Notice Period**
Custom Funds	$ 866,099,329	N/A	Daily	None
Common and Collective Trusts	1,678,177,360	N/A	Daily	None
Total	$ 2,544,276,689			

	Fair Value Estimated Using Net Asset Value per Share December 31, 2016			
Investment	**Fair Value ***	**Unfunded Commitment**	**Redemption Frequency**	**Redemption Notice Period**
Custom Funds	$ 723,139,743	N/A	Daily	None
Common and Collective Trusts	1,413,225,063	N/A	Daily	None
Total	$ 2,136,364,806			

6. SYNTHETIC GUARANTEED INVESTMENT CONTRACT

As part of the investment in the SVF, the Plan provides a self-managed stable value investment option to participants that includes a synthetic guaranteed investment contract which simulates the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the Plan. The synthetic GIC contract includes underlying assets which are held in trust owned by the Plan and utilizes a benefit-responsive wrapper contract. The contract provides that participants execute Plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. Certain events such as Plan termination or a Plan merger initiated by the Plan sponsor, may limit the ability of

the Plan to transact at contract value or may allow for the termination of the wrapper contract at less than contract value. The Plan sponsor does not believe that any events that may limit the ability of the Plan to transact at contract value are probable.

7. TAX STATUS

The Plan received a determination letter dated March 14, 2016, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan and the related trust are currently designed and being operated in compliance with the applicable requirements of the IRC and continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Tax years 2015, 2016, and 2017 remain open to audit.

8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants would become fully vested in the Plan Sponsor contributions.

9. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by the Trustee. The transactions related to such investments qualify as party-in-interest transactions. The Plan Administrator does not consider Plan Sponsor contributions or benefits paid by the Plan to be party-in-interest transactions.

10. RECONCILIATION OF FINANCIALS TO FORM 5500

The reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2017 and 2016, is as follows:

	2017	2016
Net assets available for benefits per the financial statements at contract value	$ 3,537,499,247	$ 3,090,226,731
Net assets available for benefits per Form 5500, Schedule H, Part I (line L)	$ 3,537,499,247	$ 3,090,226,731

For the year ended December 31, 2017, the following is a reconciliation of total income per the financial statements to the Form 5500:

Total contribution	$ 209,241,184
Total investment income/(loss)	513,784,970
Total interest income	2,039,267
Total income per Form 5500, Schedule H, Part II (line 2d)	$ 725,065,421

11. SUBSEQUENT EVENTS

Subsequent events were evaluated through October 5, 2018, the date the financial statements were available to be issued.. There were no subsequent events requiring recording or disclosure in the financial statements.

* * * * * *

SUPPLEMENTAL SCHEDULE

THE RITE AID 401(k) PLAN
Employer ID No: 23-1614034
Plan No: 025

FORM 5500, SCHEDULE H PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2017

	Identity of Issuer, Borrower, Lessor or Similar Party and Description		Cost***	Current Market Value
*	Plans interest in net assests of Master Trust		$ -	$ 3,420,783,540
*	Participant notes	Loan Fund**		51,347,762
	Total assets held at end of year		$ -	$ 3,472,131,302

* Party-in-interest.
** The loans range in interest rates from 4.25% to 10.5% and expire through 2028.
*** Cost information is not required for participant-directed investments and therefore is not included

See accompanying independent auditors' report.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE RITE AID 401(K) PLAN

1b Three-digit plan number (PN) ▶ 025

1c Effective date of plan 04/01/1985

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
RITE AID CORPORATION

P.O. BOX 3165

HARRISBURG PA 17105

2b Employer Identification Number (EIN)
23-1614034

2c Plan Sponsor's telephone number
717-761-2633

2d Business code (see instructions)
446110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Jessica Kazmaier	10/5/18	JESSICA KAZMAIER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor

EMPLOYEE BENEFITS ADMINISTRATION COMMITTEE

P.O. BOX 3165

HARRISBURG PA 17105

3b Administrator's EIN: 23-1614034

3c Administrator's telephone number: 717-761-2633

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:

a Sponsor's name

c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	72,319
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	61,808
a(2) Total number of active participants at the end of the plan year	**6a(2)**	51,642
b Retired or separated participants receiving benefits	**6b**	190
c Other retired or separated participants entitled to future benefits	**6c**	12,672
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	64,504
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	438
f Total. Add lines **6d** and **6e**	**6f**	64,942
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	35,644
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) Insurance	☐	**(1)** Insurance	☐
(2) Code section 412(e)(3) insurance contracts	☐	**(2)** Code section 412(e)(3) insurance contracts	☐
(3) Trust	☒	**(3)** Trust	☒
(4) General assets of the sponsor	☐	**(4)** General assets of the sponsor	☐

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** ☒ **R** (Retirement Plan Information)
- **(2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** ☒ **H** (Financial Information)
- **(2)** ☐ **I** (Financial Information – Small Plan)
- **(3)** ☐ ___ **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☒ **D** (DFE/Participating Plan Information)
- **(6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

THE RITE AID 401(k) PLAN
Employer ID No: 23-1614034
Plan No: 025

FORM 5500, SCHEDULE H PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2017

	Identity of Issuer, Borrower, Lessor or Similar Party and Description		Cost***	Current Market Value
*	Plans interest in net assests of Master Trust		$ -	$ 3,420,783,540
*	Participant notes	Loan Fund**		51,347,762
	Total assets held at end of year		$ -	$ 3,472,131,302

* Party-in-interest.
** The loans range in interest rates from 4.25% to 10.5% and expire through 2028.
*** Cost information is not required for participant-directed investments and therefore is not included

See accompanying independent auditors' report.