

Edgar Filing: SAFEWAY INC - Form SC 13G/A

SAFEWAY INC
Form SC 13G/A
February 14, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. 9)/1/

SAFEWAY INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

786514-20-8
(CUSIP Number)

December 31, 2000
(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 or otherwise subject to the liabilities of that section of the Act but
shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 786514-20-8

Page 2 of 11 pages.

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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KKR Associates, L.P.

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5. SOLE VOTING POWER
NUMBER OF SHARES -0-

6. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH

7. SOLE DISPOSITIVE POWER
REPORTING PERSON -0-

8. SHARED DISPOSITIVE POWER
WITH -0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
-0-

12. TYPE OF REPORTING PERSON
PN

13G

CUSIP No. 786514-20-8

Page 3 of 11 pages.

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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

RFM Acquisition L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5. NUMBER OF
SHARES

-0-

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

-0-

EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON

-0-

WITH

SHARED DISPOSITIVE POWER

8.

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

-0-

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

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

-0-

TYPE OF REPORTING PERSON

12.

OO

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13G

CUSIP No. 786514-20-8

Page 4 of 11 pages.

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KKR 1996 Fund L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5. NUMBER OF

-0-

SHARES

BENEFICIALLY

SHARED VOTING POWER

6. OWNED BY

-0-

EACH

SOLE DISPOSITIVE POWER

7. REPORTING

-0-

PERSON

WITH

SHARED DISPOSITIVE POWER

8.

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

-0-

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

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

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-0-

TYPE OF REPORTING PERSON
12. PN

13G

CUSIP No. 786514-20-8

Page 5 of 11 pages.

NAMES OF REPORTING PERSONS
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Associates 1996, L.P.

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

SEC USE ONLY
3.

CITIZENSHIP OR PLACE OF ORGANIZATION
4. Delaware

SOLE VOTING POWER
5. NUMBER OF SHARES
-0-

SHARED VOTING POWER
6. BENEFICIALLY OWNED BY
-0-

SOLE DISPOSITIVE POWER
7. EACH REPORTING PERSON
-0-

SHARED DISPOSITIVE POWER
8. WITH
-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9. -0-

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

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[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.

-0-

TYPE OF REPORTING PERSON
12.

PN

13G

CUSIP No. 786514-20-8

Page 6 of 11 pages.

NAMES OF REPORTING PERSONS
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KKR 1996 GP L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER
NUMBER OF
SHARES

-0-

6. SHARED VOTING POWER
BENEFICIALLY OWNED BY

-0-

7. SOLE DISPOSITIVE POWER
EACH
REPORTING PERSON

-0-

8. SHARED DISPOSITIVE POWER
WITH

-0-

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. -0-

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

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. -0-

TYPE OF REPORTING PERSON

12. OO

13G

Item 1.

(a) Name of Issuer:

Safeway Inc.

(b) Address of Issuer's Principal Executive Offices:

5918 Stoneridge Mall Road
Pleasanton, California 94588

Item 2.

(a) Name of Person Filing:

KKR Associates, L.P.
RFM Acquisition L.L.C.
KKR 1996 Fund L.P.
KKR Associates 1996, L.P.
KKR 1996 GP L.L.C.

(b) Address of Principal Business Office:

9 West 57th Street
New York, New York 10019

(c) Citizenship:

See Item 2(c) of each cover page.

(d) Title of Class of Securities:

Common Stock, par value \$.01 per share

(e) CUSIP Number:

786514-20-8

Item 3. Not applicable

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Item 4. Ownership

(a) Amount Beneficially Owned:

Page 7 of 11 pages.

13G

As of December 31, 2000, KKR Associates, L.P., RFM Acquisition L.L.C., KKR 1996 Fund L.P., KKR Associates 1996, L.P. and KKR 1996 GP L.L.C. did not beneficially own any shares of common stock of Safeway Inc.

(b) Percent of Class:

-0-.

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

(i) Sole power to vote or direct the vote:

-0-

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of:

-0-

(iv) Shared power to dispose or to direct the disposition of:

-0-

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

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

-0-

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

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Page 8 of 11 pages.

13G

Not applicable.

Item 10. Certification

Not applicable.

Page 9 of 11 pages.

13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2001

KKR ASSOCIATES, L.P.

By: /s/ William Janetschek

Name: William Janetschek
Title: Attorney-in-fact for
James H. Greene, Jr., general partner

RFM ACQUISITION L.L.C.

By: /s/ William Janetschek

Name: William Janetschek
Title: Attorney-in-fact for
James H. Greene, Jr., President

KKR 1996 FUND L.P.

By: KKR Associates 1996, L.P., general partner

By: KKR 1996 GP L.L.C., general partner

By: /s/ William Janetschek

Name: William Janetschek
Title: Attorney-in-fact for
James H. Greene, Jr.

KKR ASSOCIATES 1996, L.P.

By: KKR 1996 GP L.L.C., general partner

By: /s/ William Janetschek

Name: William Janetschek
Title: Attorney-in-fact for
James H. Greene, Jr.

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KKR 1996 GP L.L.C.

By: /s/ William Janetschek

Name: William Janetschek
Title: Attorney-in-fact for
James H. Greene, Jr.

Page 10 of 11 pages.

13G

EXHIBIT INDEX

- Exhibit 1 - Joint Filing Agreement (incorporated by reference to Amendment No. 7 to Schedule 13G)
- Exhibit 24 - Power of Attorney (incorporated by reference to Amendment No. 7 to Schedule 13G)

Page 11 of 11 pages.