



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

DIVISION OF  
CORPORATION FINANCE

February 17, 2021

Matthew C. Schroeder  
Executive Vice President and Chief Financial Officer  
Rite Aid Corporation  
30 Hunter Lane  
Camp Hill, PA 17011

**Re: Rite Aid Corporation  
Form 8-K  
Exhibit No. 2.1  
Filed November 16, 2020  
File No. 001-05742**

Dear Mr. Schroeder:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance