

WILD OATS MARKETS INC  
Form SC 13G/A  
February 14, 2001

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OMB APPROVAL  
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OMB Number: 3235-0145  
Expires: August 31, 1999  
Estimated average burden  
hours per response ..... 14.90  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 4)\*

Wild Oats Markets, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

96808B107

-----  
(CUSIP Number)

January 1, 2001

-----  
(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)

\* 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

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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 ("Act") 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).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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ISSUER: Wild Oats Markets, Inc.

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1. NAME OF REPORTING PERSONS

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

J.P. Morgan Partners (SBIC), LLC (formerly known as Chase Venture  
Capital Associates, LLC)  
13-337-6808

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

NUMBER OF 5. SOLE VOTING POWER

SHARES 2,351,827

---

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY Not applicable

---

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 2,351,827

---

PERSON 8. SHARED DISPOSITIVE POWER

WITH Not applicable

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,351,827

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

---

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

10.2%

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12. TYPE OF REPORTING PERSON (See Instructions)

---

CO

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PRELIMINARY NOTE: The information contained herein has been amended to reflect a change to the name and controlling persons of the Reporting Person.

ITEM 1.

(a) NAME OF ISSUER:

Wild Oats Markets, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3375 Mitchell Lane  
Boulder, Colorado 80302

ITEM 2.

(a) NAME OF PERSON FILING:

J.P. Morgan Partners (SBIC), LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas  
New York, New York 10020

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(c) CITIZENSHIP:

Delaware.

(d) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock

(e) CUSIP NUMBER:

96808B107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS. 240. 13d-1(b) OR 240. 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED:

2,351,827

(b) PERCENT OF CLASS:

10.2% (as of December 31, 2000)

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

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- (i) 2,351,827
- (ii) Not applicable.
- (iii) 2,351,827
- (iv) Not applicable.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

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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Not applicable.

ITEM 10. CERTIFICATION

Not applicable

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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 14, 2001

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ JEFFREY C. WALKER

-----  
Name: Jeffrey C. Walker  
Title: President

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EXHIBIT 2(a)

ITEM 2. IDENTITY AND BACKGROUND.

This statement is being filed by J.P. Morgan Partners (SBIC), LLC (formerly known as Chase Venture Capital Associates, LLC), a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, occupations and employments of each executive officer and director of JPMP (SBIC).

JPMP (SBIC) is a wholly owned subsidiary of J.P. Morgan Partners (BHCA), L.P. (formerly known as Chase Equity Associates, L.P.), a Delaware limited partnership (hereinafter referred to as "JPMP (BHCA)"), whose principal business office is located at the same address as JPMP (SBIC). JPMP (BHCA) is also engaged in the venture capital and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P. (formerly known as

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Chase Capital Partners, a New York general partnership), a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP (SBIC), and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. The general partner of JPMP Master Fund is JPMP Capital Corp. (formerly known as Chase Capital Corporation), a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (SBIC), and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of J.P. Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

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### SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

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### SCHEDULE A

J.P. MORGAN PARTNERS (SBIC), LLC

#### EXECUTIVE OFFICERS(1)

|                          |                                  |
|--------------------------|----------------------------------|
| President                | Jeffrey C. Walker*               |
| Executive Vice President | Mitchell J. Blutt, M.D.*         |
| Executive Vice President | Arnold L. Chavkin*               |
| Executive Vice President | John M.B. O'Connor*              |
| Managing Director        | John R. Baron*                   |
| Managing Director        | Christopher C. Behrens*          |
| Managing Director        | David S. Britts*                 |
| Managing Director        | Rodney A. Ferguson*              |
| Managing Director        | David Gilbert*                   |
| Managing Director        | Evan Graf*                       |
| Managing Director        | Eric A. Green*                   |
| Managing Director        | Michael R. Hannon*               |
| Managing Director        | Donald J. Hofmann, Jr.*          |
| Managing Director        | W. Brett Ingersoll*              |
| Managing Director        | Alfredo Irigoin*                 |
| Managing Director        | Andrew Kahn*                     |
| Managing Director        | Jonathan R. Lynch*               |
| Managing Director        | Jonathan Meggs*                  |
| Managing Director        | Thomas G. Mendell*               |
| Managing Director        | Stephen P. Murray*               |
| Managing Director        | Joao Neiva de Figueiredo, Ph.D.* |
| Managing Director        | Timothy Purcell*                 |
| Managing Director        | Thomas Quinn*                    |
| Managing Director        | Peter Reilly*                    |

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|                              |                          |
|------------------------------|--------------------------|
| Managing Director            | Robert R. Ruggiero, Jr.* |
| Managing Director            | Susan L. Segal*          |
| Managing Director            | Kelly Shackelford*       |
| Managing Director            | Shahan D. Soghikian*     |
| Managing Director            | Georg Stratenwerth*      |
| Managing Director            | Lindsay Stuart*          |
| Managing Director            | Patrick J. Sullivan*     |
| Managing Director            | Charles R. Walker*       |
| Managing Director            | Timothy J. Walsh*        |
| Managing Director            | Richard D. Waters, Jr.*  |
| Managing Director            | Damion E. Wicker, M.D.*  |
| Managing Director            | Eric R. Wilkinson*       |
| Senior Vice President        | Marcia Bateson*          |
| Vice President and Treasurer | Elisa R. Stein*          |
| Secretary                    | Anthony J. Horan**       |
| Assistant Secretary          | Robert C. Carroll**      |
| Assistant Secretary          | Denise G. Connors**      |

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(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

\* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

\*\* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

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DIRECTORS (1)

Jeffrey C. Walker\*

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(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

\* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE B

JPMP CAPITAL CORP.

## EXECUTIVE OFFICERS(1)

|                              |                                  |
|------------------------------|----------------------------------|
| Chief Executive Officer      | William B. Harris**              |
| President                    | Jeffrey C. Walker*               |
| Executive Vice President     | Mitchell J. Blutt, M.D.*         |
| Executive Vice President     | Arnold L. Chavkin*               |
| Executive Vice President     | John M.B. O'Connor*              |
| Managing Director            | John R. Baron*                   |
| Managing Director            | Christopher C. Behrens*          |
| Managing Director            | David S. Britts*                 |
| Managing Director            | Rodney A. Ferguson*              |
| Managing Director            | David Gilbert*                   |
| Managing Director            | Evan Graf*                       |
| Managing Director            | Eric A. Green*                   |
| Managing Director            | Michael R. Hannon*               |
| Managing Director            | Donald J. Hofmann, Jr.*          |
| Managing Director            | Alfredo Irigoin*                 |
| Managing Director            | W. Brett Ingersoll*              |
| Managing Director            | Andrew Kahn*                     |
| Managing Director            | Jonathan R. Lynch*               |
| Managing Director            | Jonathan Meggs*                  |
| Managing Director            | Thomas G. Mendell*               |
| Managing Director            | Stephen P. Murray*               |
| Managing Director            | Joao Neiva de Figueiredo, Ph.D.* |
| Managing Director            | Timothy Purcell*                 |
| Managing Director            | Thomas Quinn*                    |
| Managing Director            | Peter Reilly*                    |
| Managing Director            | Robert R. Ruggiero, Jr.*         |
| Managing Director            | Susan L. Segal*                  |
| Managing Director            | Shahan D. Soghikian*             |
| Managing Director            | Georg Stratenwerth*              |
| Managing Director            | Lindsay Stuart*                  |
| Managing Director            | Patrick J. Sullivan*             |
| Managing Director            | Kelly Shackelford*               |
| Managing Director            | Charles R. Walker*               |
| Managing Director            | Timothy J. Walsh*                |
| Managing Director            | Richard D. Waters, Jr.*          |
| Managing Director            | Damion E. Wicker, M.D.*          |
| Managing Director            | Eric R. Wilkinson*               |
| Senior Vice President        | Marcia Bateson*                  |
| Vice President and Treasurer | Elisa R. Stein*                  |
| Secretary                    | Anthony J. Horan**               |
| Assistant Secretary          | Robert C. Carroll**              |

-----  
(1) Each of whom is a United States citizen except for Messrs. Britts, Meggs, Irigoin, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

\* Principal occupation is employee and/or member of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

\*\* Principal occupation is employee or officer of J.P. Morgan Chase & Co.



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Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

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Assistant Secretary

Denise G. Connors\*\*

DIRECTORS (1)

William B. Harrison\*\*

Jeffrey C. Walker\*

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- (1) Each of whom is a United States citizen except for Messrs. Britts, Meggs, Irigoin, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.
- \* Principal occupation is employee and/or member of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
- \*\* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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ISSUER: Wild Oats Markets, Inc.

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SCHEDULE C

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS (1)

|                                                    |                          |
|----------------------------------------------------|--------------------------|
| Chairman of the Board                              | Douglas A. Warner, III*  |
| President and Chief Executive Officer              | William B. Harrison Jr.* |
| Vice Chairman                                      | Geoffrey T. Boisi*       |
| Vice Chairman                                      | David A. Coulter*        |
| Managing Director                                  | Ramon de Oliveira*       |
| Vice Chairman                                      | Walter A. Gubert*        |
| Director of Human Resources                        | John J. Farrell*         |
| Managing Director                                  | Thomas B. Ketchum*       |
| Director of Corporate Marketing and Communications | Frederick W. Hill*       |
| Vice Chairman                                      | Donald H. Layton*        |
| Vice Chairman                                      | James B. Lee Jr. *       |
| General Counsel                                    | William H. McDavid*      |
| Vice Chairman                                      | Marc J. Shapiro*         |
| Managing Partner                                   | Jeffrey C. Walker**      |

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DIRECTORS (1)

| NAME                  | PRINCIPAL OCCUPATION OR EMPLOYMENT;<br>BUSINESS OR RESIDENCE ADDRESS                                             |
|-----------------------|------------------------------------------------------------------------------------------------------------------|
| Hans W. Becherer      | Chairman of the Board<br>Chief Executive Officer<br>Deere & Company<br>One John Deere Place<br>Moline, IL 61265  |
| Riley P. Bechtel      | Chairman and Chief Executive Officer<br>Bechtel Group, Inc.<br>P.O. Box 193965<br>San Francisco, CA 94119-3965   |
| Frank A. Bennack, Jr. | President and Chief Executive Officer<br>The Hearst Corporation<br>959 Eighth Avenue<br>New York, New York 10019 |

(1) Each of whom is a United States citizen.

- \* Principal occupation is executive officer and/or employee of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.
- \*\* Principal occupation is managing partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas New York, New York 10020.

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| NAME                | PRINCIPAL OCCUPATION OR EMPLOYMENT;<br>BUSINESS OR RESIDENCE ADDRESS                                                        |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------|
| Lawrence A. Bossidy | Chairman of the Board<br>Honeywell International<br>P.O. Box 3000<br>Morristown, NJ 07962-2245                              |
| M. Anthony Burns    | Chairman of the Board and<br>Chief Executive Officer<br>Ryder System, Inc.<br>3600 N.W. 82nd Avenue<br>Miami, Florida 33166 |
| H. Laurence Fuller  | Co-Chairman<br>BP Amoco p.l.c.                                                                                              |

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1111 Warrenville Road, Suite 25  
Chicago, Illinois 60563

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Ellen V. Furter

President  
American Museum of Natural History  
Central Park West at 79th Street  
New York, NY 10024

---

William H. Gray, III

President and Chief Executive Officer  
The College Fund/UNCF  
9860 Willow Oaks Corporate Drive  
P.O. Box 10444  
Fairfax, Virginia 22031

---

William B. Harrison, Jr.

President and Chief Executive Officer  
The Chase Manhattan Corporation  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

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Helene L. Kaplan

Of Counsel  
Skadden, Arps, Slate, Meagher & Flom LLP  
919 Third Avenue - Room 29-72  
New York, New York 10022

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Lee R. Raymond

Chairman of the Board and Chief Executive Officer  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

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John R. Stafford

Chairman, President and Chief Executive Officer  
American Home Products Corporation  
5 Giralda Farms  
Madison, New Jersey 07940

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Lloyd D. Ward

Former Chairman of Board and Chief Executive Officer  
of Maytag  
13338 Lakeshore Drive  
Clive, Iowa 50325

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Douglas A. Warner III

Chairman of the Board  
J.P. Morgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Marina v.N. Whitman

Professor of Business Administration  
and Public Policy  
The University of Michigan  
School of Public Policy  
411 Lorch Hall, 611 Tappan Street  
Ann Arbor, MI 48109-1220

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