

WILD OATS MARKETS INC
 Form 3
 February 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP

2. Date of Event Requiring Statement
 (Month/Day/Year)
 02/01/2006

3. Issuer Name and Ticker or Trading Symbol
 WILD OATS MARKETS INC [OATS]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

9130 WEST SUNSET BLVD, C/O THE YUCAIPA COMPANIES

(Check all applicable)

(Street)

____ Director 10% Owner
 ____ Officer ____ Other
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

LOS ANGELES, CA 90069

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	1,454,973	D <u>(1)</u> <u>(2)</u>	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP
 9130 WEST SUNSET BLVD
 C/O THE YUCAIPA COMPANIES
 LOS ANGELES, CA 90069

^ ^ X ^ ^

Signatures

ROBERT P. BERMINGHAM 02/03/2006

**Signature of Reporting Person Date

RONALD W. BURKLE 02/03/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All of the securities covered by this Form 3 are owned directly by Yucaipa American Alliance (Parallel) Fund I, LP ("YAAF Parallel"), but may be deemed to be beneficially owned indirectly by (i) Yucaipa American Alliance Fund I, LLC ("YAAF LLC"), as the general partner of YAAF Parallel, (ii) Yucaipa American Funds, LLC ("YAF"), as the managing member of YAAF LLC, (iii) Yucaipa American Management, LLC ("YAM"), as the managing member of YAF and (ii) Ronald W. Burkle, as managing member of YAM.
- (2) This report shall not be deemed an admission by YAAF LLC, YAF, YAM and/or Mr. Burkle that they are the beneficial owners of the securities for purposes of Section 16 or for any other purpose

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Remarks:

Additional Reporting Persons (each a 10% owner to the extent described in footnote 1): (i) Yucaipa American Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; (ii) Yucaipa American LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; (iii) Yucaipa American Management, LLC, West Sunset Boulevard, Los Angeles, CA 90069; and (iv) Ronald W. Burkle, c/o The Yucaipa Companies, Los Angeles, CA 90069.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. 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 number.