

KROGER CO
Form 8-K
December 10, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report: **December 10, 2015**

(Date of earliest event reported)

THE KROGER CO.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

No. 1-303
(Commission File Number)

31-0345740
(IRS Employer
Identification No.)

1014 Vine Street
Cincinnati, OH 45202

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(513) 762-4000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On December 10, 2015, the Board of Directors elected Anne Gates to serve as a director until the annual meeting of shareholders in 2016, or until her successor is duly elected and qualified. She has been appointed to serve on the Audit and Public Responsibility Committees of the Board, effective December 10, 2015. There are no arrangements or understandings between Ms. Gates and any other persons pursuant to which she was elected as a director. Ms. Gates has not engaged in any transactions with us during the last fiscal year, and she does not propose to engage in any transactions, that would be reportable under Item 404(a) of Regulation S-K.

Ms. Gates is eligible to receive our standard annual non-employee directors compensation as described in our most recent Proxy Statement filed with the Securities and Exchange Commission on May 13, 2015 under the heading Director Compensation .

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release dated December 10, 2015 announcing Anne Gates election to the Board of Directors, furnished herewith. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE KROGER CO.

December 10, 2015

By:

/s/ Christine S. Wheatley

Christine S. Wheatley

Group Vice President, Secretary and General Counsel

EXHIBIT INDEX

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