

KROGER CO
Form 8-K
October 23, 2017

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: **October 20, 2017**

(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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) On October 23, 2017, The Kroger Co. announced that Frederick J. Morganthall II, the company's Executive Vice President of Retail Operations, is retiring on November 30, 2017.

(c) On October 23, 2017, The Kroger Co. announced that Michael J. Donnelly, 59, will be named Executive Vice President and Chief Operating Officer, effective November 1, 2017. Mr. Donnelly is a current executive officer of the Company. The information relating to Mr. Donnelly required by Item 5.02 (c) of Form 8-K has been previously reported and is incorporated by reference herein from the heading Executive Officers of the Company in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2017 filed with the Commission on March 28, 2017.

Item 9.01 Financial Statement and Exhibits

(d) Exhibits

See Exhibit Index

Exhibit Index

Exhibit No.	Description
99.1	<u>Press Release dated October 23, 2017</u>

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.

October 23, 2017

By:

/s/ Christine S. Wheatley

Christine S. Wheatley

Group Vice President, Secretary and General Counsel