

KROGER CO  
Form 8-K  
January 13, 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: **January 12, 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:

- 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 January 12, 2017, the Board of Directors elected Mark S. Sutton to serve as a director until the annual meeting of shareholders in 2017, or until his successor is duly elected and qualified. He has been appointed to serve on the Audit and Public Responsibilities Committees of the Board, effective January 12, 2017. There are no arrangements or understandings between Mr. Sutton and any other persons pursuant to which he was elected as a director. Mr. Sutton has not engaged in any transactions with us during the last fiscal year, and he does not propose to engage in any transactions, that would be reportable under Item 404(a) of Regulation S-K.

Mr. Sutton is eligible to receive our standard annual non-employee director compensation as described in our most recent Proxy Statement filed with the Securities and Exchange Commission on May 12, 2016 under the heading "Director Compensation".

**Item 9.01** **Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 12, 2017 announcing Mark Sutton's 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.

January 13, 2017

By:

*/s/ Christine S. Wheatley*

Christine S. Wheatley

Group Vice President, Secretary and General Counsel

**EXHIBIT INDEX**

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