

KROGER CO  
Form 8-K  
June 27, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report: **June 26, 2014**

(Date of earliest event reported)

**THE KROGER CO.**

(Exact name of registrant as specified in its charter)

**An Ohio Corporation**  
(State or other jurisdiction of  
incorporation)

**No. 1-303**  
(Commission File Number)

**31-0345740**  
(IRS Employer  
Identification No.)

**1014 Vine Street**  
**Cincinnati, OH 45201**

(Address of principal executive offices)

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Registrant's telephone number: **(513) 762-4000**

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))
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Section 5 Corporate Governance and ManagementItem 5.07Submission of Matters to a Vote of Security Holders.

(a) June 26, 2014 Annual Meeting

(b) The shareholders elected thirteen directors to serve until the annual meeting in 2015, or until their successors have been elected and qualified; approved the 2014 Long-Term Incentive and Cash Bonus Plan; approved executive compensation on an advisory basis; and ratified the selection of PricewaterhouseCoopers LLP as the Company's independent public accounting firm for the year 2014. The shareholders defeated a shareholder proposal to recommend a report assessing human rights risks, and a shareholder proposal regarding extended producer responsibility for post-consumer package recycling of private label brands. The final results are as follows:

To Serve Until 2015

Reuben V. Anderson	393,796,569	8,790,169	2,147,059	32,851,740
Robert D. Beyer	393,338,087	9,158,879	2,236,831	32,851,740
David B. Dillon	393,451,361	9,597,941	1,684,495	32,851,740
Susan J. Kropf	397,496,271	5,133,930	2,103,596	32,851,740
David B. Lewis	397,362,369	5,372,911	1,998,517	32,851,740
W. Rodney McMullen	396,967,737	5,825,036	1,941,024	32,851,740
Jorge P. Montoya	399,709,844	2,875,406	2,148,547	32,851,740
Clyde R. Moore	393,149,993	9,152,878	2,430,926	32,851,740
Susan M. Phillips	396,657,193	5,979,321	2,097,283	32,851,740
Steven R. Rogel	392,999,391	9,533,005	2,201,401	32,851,740
James A. Runde	399,868,276	2,850,450	2,015,071	32,851,740
Ronald L. Sargent	387,889,142	14,811,817	2,032,838	32,851,740
Bobby S. Shackouls	393,401,361	8,962,063	2,370,373	32,851,740



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	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Approve 2014 Long-Term Incentive and Cash Bonus Plan	288,205,814	114,124,721	2,403,262	32,851,740

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Advisory vote approving executive compensation	386,293,662	14,983,469	3,456,666	32,851,740

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Approve PricewaterhouseCoopers LLP as auditors for 2014	430,212,929	5,139,023	2,233,585

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Shareholder proposal (regarding publishing a report assessing human rights risks)	129,864,253	204,873,366	69,996,178	32,851,740

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Shareholder proposal (regarding extended producer responsibility for post-consumer packaging of private label brands)	44,772,104	308,422,696	51,538,997	32,851,740

SIGNATURES

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.

June 27, 2014

By: /s/ Christine Wheatley  
Christine Wheatley  
Group Vice President, Secretary  
General Counsel