

KROGER CO
Form 8-K
June 26, 2012

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 21, 2012**

(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 5.07 Submission of Matters to a Vote of Security Holders.

(a) June 21, 2012 Annual Meeting

(b) The shareholders elected fourteen directors to serve until the annual meeting in 2013, or until their successors have been elected and qualified; 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 2012. The shareholders defeated a shareholder proposal to recommend a revision to Kroger's Code of Conduct and a shareholder proposal regarding extended producer responsibility for post-consumer package recycling. The final results are as follows:

| To Serve Until 2013 | For | Against | Abstain | Broker Non-Votes |
|---------------------|-------------|------------|-----------|------------------|
| Reuben V. Anderson | 429,088,214 | 10,030,105 | 1,635,336 | 41,104,281 |
| Robert D. Beyer | 428,235,532 | 10,907,163 | 1,610,960 | 41,104,281 |
| David B. Dillon | 422,268,984 | 16,685,330 | 1,799,341 | 41,104,281 |
| Susan J. Kropf | 433,273,344 | 5,920,409 | 1,559,902 | 41,104,281 |
| John T. LaMacchia | 428,318,048 | 10,814,237 | 1,621,370 | 41,104,281 |
| David B. Lewis | 433,875,754 | 5,265,046 | 1,612,855 | 41,104,281 |
| W. Rodney McMullen | 430,572,063 | 8,563,447 | 1,618,145 | 41,104,281 |
| Jorge P. Montoya | 434,484,038 | 4,673,410 | 1,596,206 | 41,104,281 |
| Clyde R. Moore | 429,348,795 | 9,905,191 | 1,499,669 | 41,104,281 |
| Susan M. Phillips | 434,505,850 | 4,643,103 | 1,604,702 | 41,104,281 |
| Steven R. Rogel | 428,014,348 | 11,159,327 | 1,579,980 | 41,104,281 |
| James A. Runde | 433,814,284 | 5,291,573 | 1,647,798 | 41,104,281 |
| Ronald L. Sargent | 417,101,131 | 22,083,048 | 1,569,476 | 41,104,281 |
| Bobby S. Shackouls | 429,497,662 | 9,694,834 | 1,561,159 | 41,104,281 |

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| | For | Against | Abstain | Broker Non-Votes |
|---|-------------|----------------|----------------|-----------------------------|
| Advisory vote approving executive compensation | 420,234,082 | 18,983,256 | 1,536,317 | 41,104,281 |
| Approve PricewaterhouseCoopers LLP as auditors for 2012 | 473,244,707 | 7,346,266 | 1,266,963 | |
| Shareholder proposal (recommending revision to Kroger's Code of Conduct) | 56,317,935 | 342,920,234 | 41,515,486 | 41,104,281 |
| Shareholder proposal (regarding extended producer responsibility for post-consumer package recycling) | 50,552,296 | 343,299,095 | 46,902,264 | 41,104,281 |

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 26, 2012

By:

/s/ Paul Heldman
Paul Heldman
Executive Vice President, Secretary
General Counsel