

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 5.07 Submission 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<br/>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<br/>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<br/>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<br/>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