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## Section 1: 8-K (8-K)

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# 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: **December 15, 2016**  
(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**

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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### Item 8.01 Other Events.

On December 15, 2016, the Company issued a press release announcing a one-time Voluntary Retirement Offering for certain non-store associates. A copy of the Company's press release dated December 15, 2016 is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 15, 2016

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## 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.

December 15, 2016

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

3

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[\(Back To Top\)](#)

## Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



### **Kroger Announces Voluntary Retirement Offering for Non-Store Employees**

**CINCINNATI, Dec. 15, 2016**— The Kroger Co. (NYSE: KR) today announced a one-time Voluntary Retirement Offering for certain non-store associates.

“Kroger would not be the successful company it is today without the incredible efforts of all of our associates. We believe a generous Voluntary Retirement Offering is in line with our company values and recognizes the long careers many of our associates have had with Kroger,” said Rodney McMullen, Kroger’s chairman and CEO. “Kroger is committed to our operating model of lowering costs to invest in the areas that matter most to our customers.”

A critical focus of Kroger’s Customer 1<sup>st</sup> Strategy continues to be ongoing cost controls in areas where customers do not see them in order to invest in areas that improve Kroger’s connection with customers and associates. The company’s Voluntary Retirement Offering for non-store associates is in line with this approach.

Eligibility for the Voluntary Retirement Offering will generally include administrative associates who meet certain criteria related to age and years of service as of December 1, 2016. The offer does not include store and district associates, senior officers, and supermarket division presidents.

Approximately 2,000 non-store associates are eligible for the Voluntary Retirement Offering. Because it is voluntary, savings and cost will be based on the number of associates who accept the offer between now and early March, when the consideration periods expire. Expenses related to the offer will be reflected in Kroger’s first quarter 2017 results. The effect of this plan was not included in the company’s initial comments on Fiscal 2017.

Every day, the Kroger Family of Companies makes a difference in the lives of eight and a half million customers and 431,000 associates who shop or serve in 2,796 retail food stores under a variety of local banner names in 35 states and the District of Columbia. Kroger and its subsidiaries operate an expanding ClickList offering — a personalized, order online, pick up at the store service — in addition to 2,253 pharmacies, 787 convenience stores, 324 fine jewelry stores, 1,439 supermarket fuel centers and 38 food production plants in the United States. Kroger is recognized as one of America’s most generous companies for its support of more than 100 Feeding America food bank partners, breast cancer research and awareness, the military and their families, and more than 145,000 community organizations including schools. A leader in supplier diversity, Kroger is a proud member of the *Billion Dollar Roundtable*.

*This press release contains forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995, about future cost savings related to the Voluntary Retirement Offering and future Company performance. These statements are based on management’s assumptions and beliefs in light of the information currently available to it. These forward-looking statements are subject to uncertainties, including the successful implementation of the Voluntary Retirement Offering, and other factors that could cause actual results to differ materially. We assume no obligation to update the information contained herein. Please refer to Kroger’s reports and filings with the Securities*

*and Exchange Commission for a further discussion of these risks and uncertainties.*

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[\(Back To Top\)](#)