
Section 1: 8-K (8-K)

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**

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 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 12, 2017 announcing Mark Sutton's election to the Board of Directors, furnished herewith.

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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.

January 13, 2017

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

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 12, 2017 announcing Mark Sutton's election to the Board of Directors, furnished herewith.

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



Kroger Announces Mark Sutton Elected to Kroger Board of Directors

CINCINNATI, January 12, 2017 — The Kroger Co. (NYSE: KR) today announced that Mark S. Sutton has been elected to the Company's Board of Directors.

Mr. Sutton is chairman and chief executive officer of International Paper, a leading global producer of renewable fiber-based packaging, pulp and paper products. Prior to becoming CEO, he served as president and chief operating officer with responsibility for running the company's global business. Mr. Sutton joined International Paper in 1984 as an electrical engineer. He held roles of increasing responsibility throughout his career, including mill manager, vice president of corrugated packaging operations across Europe, the Middle East and Africa, vice president of corporate strategic planning, and senior vice president of several business units, including global supply chain, before being named CEO in 2014.

"We are delighted to welcome Mark to Kroger," said Rodney McMullen, Kroger's chairman and CEO. "Mark's deep experience in an end-to-end business and global perspective make him a valued addition to Kroger's Board of Directors."

Mr. Sutton is a member of The Business Council and the Business Roundtable. He serves on the boards of the American Forest & Paper Association and the International Advisory Board of the Moscow School of Management — Skolkovo. He also serves on the boards of Memphis Tomorrow and the New Memphis Institute.

Mr. Sutton is elected to serve until Kroger's annual meeting of shareholders in June 2017. At that time, he will stand for election by the shareholders.

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*.

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