
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: **October 11, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On October 11, 2017, The Kroger Co. issued a press release clarifying convenience store revenue from a press release issued earlier today. The release is attached hereto as Exhibit 99.1, and is filed herewith.

Item 9.01 Financial Statement and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 11, 2017

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 11, 2017

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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.

October 11, 2017

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

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



Clarification: Kroger's Convenience Store Business Generates \$4 Billion in Annual Sales

CINCINNATI, October 11, 2017 — In a press release issued earlier today, The Kroger Co. (NYSE: KR) said its convenience store business generated revenue of \$1.4 billion in 2016. This figure only reflects inside sales. Including fuel, Kroger's convenience store business generated \$4 billion in total sales last year. This clarification is reflected below.

Kroger has announced its intention to explore strategic alternatives for its convenience store business, including a potential sale, as part of its *Restock Kroger* plan to redefine the food and grocery customer experience in America. This is the result of a review of assets that are potentially of more value outside of the company than as part of Kroger.

"Our convenience stores are strong, successful and growing with the potential to grow even more," said Mr. Schlotman. "We want to look at all options to ensure this part of the business is meeting its full potential. Considering the current premium multiples for convenience stores, we feel it is our obligation as a management team to undertake this review."

Kroger's convenience store business includes 784 convenience stores located across 18 states. It includes 68 franchise operations. The stores employ 11,000 associates and operate under the following banner names: Turkey Hill Minit Markets, Loaf 'N Jug, KwikShop, Tom Thumb and QuickStop. Neither supermarket fuel centers nor Turkey Hill Dairy is included in this review. Kroger's convenience store business generated revenue of \$4 billion, including selling 1.2 billion gallons of fuel, in 2016. The business unit has delivered 62 consecutive quarters of identical store sales growth.

"Our convenience store management and associates are an important part of our success. They put our customer first every day. We value what they do and thank them for what they will continue to do as we conduct this evaluation," Mr. Schlotman said.

The company has hired Goldman Sachs & Co. to identify, review and evaluate the options.

At The Kroger Co., we are dedicated to our purpose: to **Feed the Human Spirit**TM. We are 450,000 associates who serve nearly nine million customers daily in 2,793 retail food stores under a variety of local banner names in 35 states and the District of Columbia. Our Family of Companies operates an expanding ClickList offering — a personalized order online service — in addition to 2,258 pharmacies, 783 convenience stores, 307 fine

jewelry stores, 222 retail health clinics, 1,472 supermarket fuel centers and 38 food production plants in the United States. Our

Company has been recognized as one of America's most generous companies for our 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. As a leader in supplier diversity, we are a proud member of the *Billion Dollar Roundtable*.

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Kroger Contacts:

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