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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 13, 2018**  
(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.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On December 17, 2018, The Kroger Co. announced that J. Michael Schlotman, the Company's Executive Vice President and Chief Financial Officer, is retiring effective December 28, 2019. He will remain the Executive Vice President and Chief Financial Officer until April 3, 2019 and will serve as Executive Vice President thereafter until his retirement on December 28, 2019.

(c) On December 17, 2018, The Kroger Co. announced that Gary Millerchip, 47, will be named Senior Vice President and Chief Financial Officer, effective April 4, 2019. Mr. Millerchip is currently the CEO of Kroger Personal Finance, a division of the Company, and Corporate Strategy Integration Lead for The Kroger Co. and has held such position since April 2014. Mr. Millerchip has been the CEO of Kroger Personal Finance since 2010. There are no arrangements or understandings between Mr. Millerchip and any other person pursuant to which he was elected Senior Vice President and Chief Financial Officer. Mr. Millerchip has not engaged in any transaction with the Company during the last fiscal year, and he does not propose to engage in any transaction, that would be reportable under Item 404(a) of Regulation S-K. Mr. Millerchip is a current participant in the Company's executive compensation plans.

Item 9.01 Financial Statement and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
| 99.1               | Press Release dated December 17, 2018 |

**Exhibit Index**

| <u>Exhibit No.</u> | <u>Description</u>                                    |
|--------------------|---|
| 99.1               | <a href="#">Press Release dated December 17, 2018</a> |

## 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 17, 2018

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 Succession Plan for Chief Financial Officer, J. Michael Schlotman**

*Mr. Schlotman to retire as CFO in April 2019 and  
will remain on through December 2019 to ensure smooth transition;  
Gary Millerchip, CEO of Kroger Personal Finance, appointed as successor*

**CINCINNATI, December 17, 2018** — The Kroger Co. (NYSE: KR) today announced its succession plan for Chief Financial Officer.

J. Michael Schlotman, Kroger's Chief Financial Officer since 2000, has decided to retire in December of 2019. Mr. Schlotman will continue as CFO through the end of Kroger's fiscal 2018 and up to April 3, 2019. He will then remain an executive vice president of the company and continue to sit on the senior leadership team to support the company during this transition period until December 28, 2019.

Gary Millerchip, CEO of Kroger Personal Finance, will succeed Mr. Schlotman as Senior Vice President and Chief Financial Officer of Kroger, effective April 4, 2019.

"Consistent with Kroger's governance history of thoughtful succession planning, Gary and Mike have a deliberate and thorough CFO transition plan with a singular focus — a seamless transition to successfully deliver on the *Restock Kroger* financial commitments and then beyond in the role of Kroger's Chief Financial Officer," said Rodney McMullen, Kroger's chairman and CEO.

#### **Michael Schlotman to Retire as Chief Financial Officer, The Kroger Co.**

"Mike is one of retail's most respected executives and has served Kroger for over thirty years. Mike is also one of the chief architects of *Restock Kroger*, our plan to create shareholder value by serving America through food inspiration and uplift," said Mr. McMullen. "He and I have personally worked side by side for several decades. I deeply value Mike's contributions, the credibility he has earned with the financial community, and his leadership as a key member of our most-senior management team."

Mr. Schlotman started his career with Coopers & Lybrand accounting firm in Louisville, transferring to Cincinnati before joining Kroger in 1985. He was elected Vice President and Corporate Controller in 1995 and then elected Chief Financial Officer in January 2000.

Mr. Schlotman is a member of the CNBC Global CFO Council. He sits on the board for The Ohio National Financial Services, Inc. and The Ohio National Life Insurance Company. He is Chairman of the Board for the Cincinnati/Northern Kentucky Airport and a member of the University of Kentucky's Gatton College Accounting Advisory Board. In 2016, Mr. Schlotman was elected to the Gatton College of Business and Economics Hall of Fame.

## **Gary Millerchip to Lead the Finance Function, serving as Chief Financial Officer, The Kroger Co.**

“Gary’s deep finance and business background, coupled with a successful track record of creating long-term shareholder value for The Kroger Co., make him an excellent choice for Kroger’s Chief Financial Officer of the future,” said Mr. McMullen.

Mr. Millerchip currently serves as CEO for Kroger Personal Finance, the division of Kroger that delivers financial and retail services through the Kroger family of brands and stores. He is also responsible for several retail grocery divisions and leads the integration of Kroger’s corporate strategic initiatives. Mr. Millerchip has been at the table with the senior management team for five years, playing an essential role in driving strategy and partnerships that have contributed to Kroger’s emergence from traditional grocer to growth company.

Mr. Millerchip came to Kroger in 2010 from Royal Bank of Scotland (RBS) to lead Kroger Personal Finance, which has delivered double digit growth year-on-year, making it a valuable alternative profit stream for Kroger. Prior to that, Mr. Millerchip was responsible for the Royal Bank of Scotland Personal Credit Card business in the UK. Mr. Millerchip joined RBS in 1987 and held leadership positions in multiple disciplines during his time there. Mr. Millerchip earned a bachelor’s degree in Financial Services from the University of Central England and a post-graduate degree in Business Administration from the University of Warwick in the United Kingdom. He and his wife Gita live in Cincinnati with their two children.

### **Supporting Restock Kroger — Creating Shareholder Value**

*Restock Kroger* is the blueprint for Kroger’s business model transformation to offer customer’s anything, anytime, anywhere, and asset-light, high-margin alternative partnerships and services. The Kroger ecosystem is benefitting from reduced costs with savings invested in associates, technology, and price to grow units, traffic and share. The new Kroger growth model will be a virtuous cycle, leveraging stores, logistics and data assets to create incremental new profit streams, which in turn further redefines the customer experience. Kroger’s Chief Financial Officers of both today and tomorrow have played a major role in architecting this business transformation and remain committed to delivering on the 2020 *Restock Kroger* financial targets.

To download headshots of Mr. Schlotman and Mr. Millerchip, visit here (<https://spaces.hightail.com/space/7RoxDxDYq1>).

At The Kroger Co. (NYSE: KR), we are dedicated to our Purpose: to **Feed the Human Spirit™**. We are nearly half a million associates who serve over nine million customers daily through a seamless digital shopping experience and 2,765 retail food stores under a variety of banner names ([https://parsley.kroger.com/PoliteMail/default.aspx?page=Kc3H67kEOUK7ipsbS6omcw&ref\\_id=3seNi9AmRk6abISQG3rfCw](https://parsley.kroger.com/PoliteMail/default.aspx?page=Kc3H67kEOUK7ipsbS6omcw&ref_id=3seNi9AmRk6abISQG3rfCw)), serving America through food inspiration and uplift, and creating #ZeroHungerZeroWaste communities by 2025. To learn more about us, visit our newsroom ([https://parsley.kroger.com/PoliteMail/default.aspx?page=VCKUvjm6Ukinx\\_vQAyYIbg&ref\\_id=3seNi9AmRk6abISQG3rfCw](https://parsley.kroger.com/PoliteMail/default.aspx?page=VCKUvjm6Ukinx_vQAyYIbg&ref_id=3seNi9AmRk6abISQG3rfCw)) and investor relations site ([https://parsley.kroger.com/PoliteMail/default.aspx?page=cwy9kr707ESe8s\\_bSDoxYA&ref\\_id=3seNi9AmRk6abISQG3rfCw](https://parsley.kroger.com/PoliteMail/default.aspx?page=cwy9kr707ESe8s_bSDoxYA&ref_id=3seNi9AmRk6abISQG3rfCw)).

Kroger’s ability to achieve its Restock Kroger financial commitments may be affected by Kroger’s ability to manage labor negotiations or disputes; pricing and promotional activities of competitors; the state of the economy, including interest rates and inflationary and deflationary trends; changes in tariffs; natural disasters or adverse weather conditions; the success of Kroger’s future growth plans; the ability to execute on Restock Kroger; and the successful integration of merged companies and new partnerships. Please see our filings with the Securities and Exchange Commission for further information.

—30—

Contacts: Media: Kristal Howard (513) 762-1304; Investors: Rebekah Manis (513) 762-4969