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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: **January 24, 2019**  
(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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On January 24, 2019, the Board of Directors elected Ashok Vemuri to serve as a director until the annual meeting of shareholders in 2019, or until his successor is duly elected and qualified. He has been appointed to serve on the Audit Committee and Financial Policy Committee of the Board, effective January 24, 2019. There are no arrangements or understandings between Mr. Vemuri and any other persons pursuant to which he was elected as a director. Mr. Vemuri 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. Vemuri is eligible to receive our standard annual non-employee directors compensation as described in our most recent Proxy Statement filed with the Securities and Exchange Commission on May 15, 2018 under the heading "Director Compensation".

**Item 9.01**      **Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 24, 2019 announcing Ashok Vemuri's election to the Board of Directors, furnished herewith.

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated January 24, 2019 announcing Ashok Vemuri's election to the Board of Directors, furnished herewith.</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.

January 24, 2019

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

4

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

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

Exhibit 99.1



### Kroger Announces Ashok Vemuri Elected to Kroger Board of Directors

**CINCINNATI, January 24, 2019** — The Kroger Co. (NYSE: KR) today announced that Ashok Vemuri has been elected to the company’s Board of Directors.

Mr. Vemuri is chief executive officer of Conduent, a global digital interactions company. He joined the company as CEO in 2016 as it was preparing for its separation from Xerox in January 2017. Prior to Conduent, he served as president, CEO and a member of the board of directors of IGATE Corporation (now Capgemini), a global technology and services company. Before IGATE, Mr. Vemuri spent fourteen years in a variety of leadership and business development roles at Infosys, a multinational consulting and IT services company, where he joined as a business development manager and rose to serve as a member of the board.

“We are delighted to welcome Ashok to Kroger,” said Rodney McMullen, Kroger’s chairman and CEO. “As we enter our second year of implementing *Restock Kroger*, Ashok’s deep experience leading several digital and technology services companies will be a tremendous asset to Kroger’s Board of Directors.”

Mr. Vemuri is a member of the CEO Action for Diversity & Inclusion. He holds a Bachelor of Science degree from St. Stephen’s College, Delhi, and received his MBA from the Indian Institute of Management, Ahmedabad.

Mr. Vemuri is elected to serve until Kroger’s annual meeting of shareholders in June 2019. At that time, he will stand for election by the shareholders.

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=Kc3H67kEOUK7ipsbS60mcw&ref\\_id=3seNi9AmRk6ablSQG3rfCw](https://parsley.kroger.com/PoliteMail/default.aspx?page=Kc3H67kEOUK7ipsbS60mcw&ref_id=3seNi9AmRk6ablSQG3rfCw)), 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=3seNi9AmRk6ablSQG3rfCw](https://parsley.kroger.com/PoliteMail/default.aspx?page=VCKUvjm6Ukinx_vQAYYIbg&ref_id=3seNi9AmRk6ablSQG3rfCw)) and investor relations site ([https://parsley.kroger.com/PoliteMail/default.aspx?page=cwy9kr707ESe8s\\_bSDoxYA&ref\\_id=3seNi9AmRk6ablSQG3rfCw](https://parsley.kroger.com/PoliteMail/default.aspx?page=cwy9kr707ESe8s_bSDoxYA&ref_id=3seNi9AmRk6ablSQG3rfCw)).

—30—

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