

KROGER CO  
Form 8-K  
June 24, 2016

**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: **June 23, 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**

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) June 23, 2016 Annual Meeting

(b) The shareholders elected eleven directors to serve until the annual meeting in 2017, or until their successors have been elected and qualified; approved executive compensation on an advisory basis; and ratified the selection of PricewaterhouseCoopers LLP as the Company's independent public accounting firm for fiscal year 2016. The shareholders defeated a shareholder proposal regarding a report assessing human rights risks in the Company's operations and supply chain; a shareholder proposal regarding a report assessing the environmental impacts of using unrecyclable brand packaging; a shareholder proposal regarding a report assessing the climate benefits and feasibility of adopting targets for increasing renewable energy sourcing; and a shareholder proposal to adopt a general payout policy that gives preference to share repurchases relative to cash dividends. The final results are as follows:

|                    | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|--------------------|-------------|----------------|----------------|----------------------------|
| Nora A. Aufreiter  | 746,440,794 | 7,774,491      | 3,174,688      | 98,026,384                 |
| Robert D. Beyer    | 730,608,589 | 23,753,442     | 3,027,942      | 98,026,384                 |
| Anne Gates         | 747,765,159 | 6,786,907      | 2,837,907      | 98,026,384                 |
| Susan J. Kropf     | 746,970,234 | 7,622,324      | 2,797,415      | 98,026,384                 |
| W. Rodney McMullen | 703,930,697 | 45,547,893     | 7,911,383      | 98,026,384                 |
| Jorge P. Montoya   | 746,639,581 | 7,857,891      | 2,892,501      | 98,026,384                 |
| Clyde R. Moore     | 735,962,385 | 18,234,667     | 3,192,921      | 98,026,384                 |
| Susan M. Phillips  | 738,549,532 | 16,054,280     | 2,786,161      | 98,026,384                 |
| James A. Runde     | 746,061,630 | 8,460,869      | 2,867,474      | 98,026,384                 |
| Ronald L. Sargent  | 722,014,767 | 32,744,245     | 2,630,961      | 98,026,384                 |
| Bobby S. Shackouls | 736,486,484 | 17,990,862     | 2,912,627      | 98,026,384                 |

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|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTE</b> |
|---|-------------|----------------|----------------|----------------------------|
| Advisory vote approving executive compensation  | 716,343,597 | 35,256,376     | 5,790,000      | 98,026,384                 |
|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |                            |
| Ratification of PricewaterhouseCoopers LLP as auditors for 2016   | 841,151,642 | 12,384,014     | 1,880,701      |                            |
|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTE</b> |
| Shareholder proposal (regarding a report assessing human rights risks in the Company's operations and supply chain)                                   | 174,972,500 | 527,420,067    | 54,997,406     | 98,026,384                 |
|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTE</b> |
| Shareholder proposal (regarding a report assessing the environmental impacts of using unrecyclable brand packaging)                                   | 184,884,557 | 519,056,244    | 53,449,172     | 98,026,384                 |
|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTE</b> |
| Shareholder proposal (regarding a report assessing the climate benefits and feasibility of adopting targets for increasing renewable energy sourcing) | 197,207,891 | 507,284,391    | 52,897,691     | 98,026,384                 |
|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTE</b> |
| Shareholder proposal (to adopt a general payout policy that gives preference to share repurchases relative to cash dividends)                         | 16,498,413  | 736,297,814    | 4,593,746      | 98,026,384                 |

**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.

June 24, 2016

By:

*/s/ Christine S. Wheatley*

Christine S. Wheatley

Group Vice President, Secretary and General Counsel