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KROGER CO
Form 8-K/A
June 16, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: June 17, 2002
(Date of earliest event reported)

THE KROGER CO.
(Exact name of registrant as specified in its charter)

An Ohio Corporation
(State or other jurisdiction
of incorporation)

No. 1-303
(Commission File
Number)

31-0345740
(IRS Employer
Number)

1014 Vine Street
Cincinnati, OH 45201
(Address of principal
executive offices)

Registrant's telephone number: (513) 762-4000

Explanatory Note:

This filing is made solely to conform signatures on the contracts which are Exhibits to the Form 8-K filed on June 17, 2002.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits:

1.1 Underwriting Agreement dated March 26, 2002, among The Kroger Co., its subsidiary guarantors, Salomon Smith Barney Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., and J.P. Morgan Securities Inc., the terms of which are incorporated by reference to Kroger's Current Report on Form 8-K

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dated April 3, 2002.

1.1.1 Pricing Agreement dated June 17, 2002, among The Kroger Co., its subsidiary guarantors, Goldman, Sachs & Co., BNP Paribas Securities Corp., Scotia Capital (USA) Inc., Tokyo-Mitsubishi International plc, U.S. Bancorp Piper Jaffray Inc., and Utendahl Capital Partners, L.P.

4.3.1 Fourteenth Supplemental Indenture dated as of June 17, 2002, among The Kroger Co., its subsidiary guarantors, and U.S. Bank, N.A. (formerly known as Firststar Bank, National Association), as trustee, relating to the 6.20% Senior Notes due 2012.

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 hereto duly authorized.

THE KROGER CO.

June 16, 2003

/s/ Paul Heldman
Paul Heldman
Senior Vice President, Secretary
and General Counsel

EXHIBIT INDEX

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|-------------|--|
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