

KROGER CO
Form 8-K
June 26, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: **June 25, 2015**

(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
Identification No.)

1014 Vine Street

Cincinnati, OH 45201

(Address of principal executive offices)

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Registrant's telephone number: **(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:

- 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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Section 5 Corporate Governance and ManagementItem 5.07 Submission of Matters to a Vote of Security Holders.

(a) June 25, 2015 Annual Meeting

(b) The shareholders elected eleven directors to serve until the annual meeting in 2016, 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 the year 2015. The shareholders defeated a shareholder proposal to recommend a report assessing human rights risks, a shareholder proposal regarding a report on post-consumer package recycling of private label brands, and a shareholder proposal regarding elimination of antibiotic use in the production of private label brand meats. The final results are as follows:

To Serve Until 2016

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|--------------------|-------------|------------|-----------|--------------------|
| Nora A. Aufreiter | 373,222,205 | 2,395,653 | 1,916,577 | 44,678,114 |
| Robert D. Beyer | 367,792,080 | 7,952,018 | 1,790,331 | 44,678,114 |
| Susan J. Kropf | 373,447,252 | 2,323,765 | 1,713,418 | 44,678,114 |
| David B. Lewis | 370,667,947 | 5,003,919 | 1,862,569 | 44,678,114 |
| W. Rodney McMullen | 356,418,144 | 16,452,105 | 4,664,186 | 44,678,114 |
| Jorge P. Montoya | 373,409,247 | 2,568,849 | 1,556,339 | 44,678,114 |
| Clyde R. Moore | 370,482,319 | 5,489,748 | 1,562,368 | 44,678,114 |
| Susan M. Phillips | 371,033,351 | 4,957,640 | 1,543,444 | 44,678,114 |
| James A. Runde | 373,630,003 | 2,406,013 | 1,498,419 | 44,678,114 |
| Ronald L. Sargent | 364,175,294 | 11,599,216 | 1,759,925 | 44,678,114 |
| Bobby S. Shackouls | 369,767,786 | 5,976,836 | 1,789,813 | 44,678,114 |

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| | | | | |
|--|-------------|------------|-----------|------------|
| Advisory vote approving executive compensation | 357,095,041 | 18,118,283 | 2,321,111 | 44,678,114 |
|--|-------------|------------|-----------|------------|

| | | | | |
|---|-------------|-----------|-----------|--|
| Approve PricewaterhouseCoopers LLP as auditors for 2014 | 416,065,567 | 4,500,453 | 1,646,529 | |
|---|-------------|-----------|-----------|--|

| | | | | |
|---|-------------|-------------|------------|------------|
| Shareholder proposal (regarding publishing a report assessing human rights risks) | 103,570,714 | 232,721,258 | 41,242,463 | 44,678,114 |
|---|-------------|-------------|------------|------------|

| | | | | |
|--|-------------|-------------|------------|------------|
| Shareholder proposal (regarding a report on post-consumer package recycling of private label brands) | 106,701,098 | 230,171,053 | 40,662,284 | 44,678,114 |
|--|-------------|-------------|------------|------------|

| | For | Against | Abstain | Broker Non-Votes |
|---|------------|-------------|------------|------------------|
| Shareholder proposal (regarding elimination of antibiotic use in the production of private label brand meats) | 25,115,583 | 310,713,014 | 41,705,838 | 44,678,114 |

SIGNATURES

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 26, 2015

By:

/s/ Christine Wheatley
Christine Wheatley
Group Vice President, Secretary
General Counsel