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KROGER CO  
Form 8-K  
August 16, 2001

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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: August 16, 2001

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

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ITEM 5. OTHER EVENTS

On May 25, 2001, The Kroger Co., and its subsidiary guarantors, filed Registration Statement No. 333-61658 on Form S-3 with the Securities and Exchange Commission pursuant to Rule 415, (hereinafter referred to as the "Registration Statement"). The Registration Statement provides for the issuance of Securities in an aggregate amount of \$1,500,000,000, and was declared effective on June 18, 2001. Pursuant to a Prospectus Supplement dated August 9, 2001, The Kroger Co. is issuing \$250,000,000 of Debt Securities in the form of Puttable Reset Securities (PURS) due 2012 (the "PURS"). The Debt Securities being issued are being guaranteed by the subsidiary guarantors.

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In connection with the issuance of the PURS, the Registrant has executed an Underwriting Agreement dated August 9, 2001, among The Kroger Co., its subsidiary guarantors, and Goldman, Sachs & Co., the form of which is incorporated herein by reference as Exhibit 1.1.1 hereof. In connection with the issuance of the PURS, the Registrant has executed a Pricing Agreement dated August 9, 2001, among The Kroger Co., its subsidiary guarantors, and Goldman, Sachs & Co., the form of which is incorporated herein by reference as Exhibit 1.1.2 hereof.

The form of indenture for the PURS was filed as Exhibit 4.3 of the Registration Statement. The Twelfth Supplemental Indenture, dated as of August 16, 2001, among The Kroger Co., its subsidiary guarantors, and U.S. Bank, N.A., as Trustee, supplements the Indenture dated as of June 25, 1999, among The Kroger Co., its subsidiary guarantors, and Firststar Bank, National Association, as Trustee, which originally was qualified as filed with the Registration Statement. The Twelfth Supplemental Indenture is attached hereto as Exhibit 4.3.1.

In connection with the issuance of the PURS, The Kroger Co. has executed a Calculation Agency Agreement dated as of August 16, 2001 with Citibank, N.A., which is attached hereto as Exhibit 4.3.2

### ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

#### (c) Exhibits:

1.1.1 Underwriting Agreement dated August 9, 2001, among The Kroger Co., its subsidiary guarantors, and Goldman, Sachs & Co.

1.1.2 Pricing Agreement dated August 9, 2001, among The Kroger Co., its subsidiary guarantors, and Goldman, Sachs & Co.

4.3.1 Twelfth Supplemental Indenture dated as of August 16, 2001, among The Kroger Co., its subsidiary guarantors, and U.S. Bank, N.A., as trustee, relating to the PURS due 2012.

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4.3.2 Calculation Agency Agreement dated as of August 16, 2001, between The Kroger Co. and Citibank, N.A., relating to the PURS.

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SIGNATURE

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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.

August 16, 2001

By: (Paul Heldman)  
Paul Heldman  
Senior Vice President, Secretary  
and General Counsel

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### EXHIBIT INDEX

| Exhibit No.<br>----- | Exhibit<br>-----   |
|----------------------|--|
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| 1.1.2                | Pricing Agreement dated August 9, 2001, among The Kroger Co., its subsidiary guarantors, and Goldman, Sachs & Co.  |
| 4.3.1                | Twelfth Supplemental Indenture dated as of August 16, 2001, among The Kroger Co., its subsidiary guarantors, and U.S. Bank, N.A., as trustee, relating to the PURS due 2012. |
| 4.3.2                | Calculation Agency Agreement dated as of August 16, 2001, between The Kroger Co. and Citibank, N.A., relating to the PURS.   |