

KROGER CO  
Form 8-K  
July 01, 2013

**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 27, 2013**

(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:

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

(a) June 27, 2013 Annual Meeting

(b) The shareholders elected fourteen directors to serve until the annual meeting in 2014, 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 2013. The shareholders defeated a shareholder proposal to recommend a report assessing human rights risks, a shareholder proposal recommending a policy that the Board's chairman be an independent director, and a shareholder proposal regarding extended producer responsibility for post-consumer package recycling. The final results are as follows:

To Serve Until 2014	For	Against	Abstain	Broker Non-Votes
Reuben V. Anderson	402,253,712	8,297,227	1,871,891	34,880,003
Robert D. Beyer	401,629,291	8,775,509	2,018,030	34,880,003
David B. Dillon	393,208,207	12,539,614	6,675,009	34,880,003
Susan J. Kropf	406,772,093	3,637,019	2,013,718	34,880,003
John T. LaMacchia	402,053,014	8,289,550	2,080,266	34,880,003
David B. Lewis	404,912,118	5,427,802	2,082,910	34,880,003
W. Rodney McMullen	403,695,399	6,977,166	1,750,265	34,880,003
Jorge P. Montoya	408,139,020	2,131,651	2,152,159	34,880,003
Clyde R. Moore	401,438,717	8,905,963	2,078,150	34,880,003
Susan M. Phillips	408,135,126	2,302,510	1,985,194	34,880,003
Steven R. Rogel	401,123,707	9,144,996	2,154,127	34,880,003
James A. Runde	408,248,246	2,117,170	2,057,414	34,880,003
Ronald L. Sargent	395,218,515	15,056,150	2,148,165	34,880,003
Bobby S. Shackouls	396,827,429	13,475,624	2,119,777	34,880,003

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	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Advisory vote approving executive compensation	398,334,922	11,563,863	2,524,045	34,880,003
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	
Approve PricewaterhouseCoopers LLP as auditors for 2013	439,161,641	6,781,989	1,359,203	
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Shareholder proposal (regarding publishing a report assessing human rights risks)	47,999,340	293,951,989	70,471,501	34,880,003
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Shareholder proposal (recommending a policy that the Board's chairman be an independent director)	88,216,243	322,254,119	1,952,468	34,880,003
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Shareholder proposal (regarding extended producer responsibility for post-consumer package recycling)	43,821,543	306,477,702	62,123,585	34,880,003

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.

July 1, 2013

By:

/s/ Paul Heldman  
Paul Heldman  
Executive Vice President, Secretary  
General Counsel