

KROGER CO  
Form 8-K  
July 13, 2010

**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: **July 13, 2010**

(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 45202**

(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 8 Other Events

### Item 8.01 Other Events.

On December 20, 2007, The Kroger Co., and its subsidiary guarantors, filed Registration Statement No. 333-148216 on Form S-3 with the Securities and Exchange Commission pursuant to Rule 415 registering an indeterminate amount of securities (the Registration Statement ). Pursuant to a Prospectus Supplement dated July 6, 2010, The Kroger Co. is issuing \$300,000,000 of debt securities denominated 5.40% Senior Notes due 2040 (the Notes ). The Notes are guaranteed by the subsidiary guarantors.

Filed as Exhibit 1.1 to the Registration Statement was a form of Underwriting Agreement for the issuance of debt securities. In connection with the issuance of the Notes, the Registrant has executed an Underwriting Agreement and a Pricing Agreement both dated as of July 6, 2010, among The Kroger Co., its subsidiary guarantors, Banc of America Securities LLC, U.S. Bancorp Investments, Inc., Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Rabo Securities USA, Inc., RBS Securities Inc. and CastleOak Securities, L.P. The Underwriting Agreement is attached hereto as Exhibit 1.1 and the Pricing Agreement is attached hereto as Exhibit 1.1.1.

The form of Indenture for the Notes was filed as Exhibit 4.1 to the Registration Statement. The Twenty-Third Supplemental Indenture, dated as of July 13, 2010, among The Kroger Co., its subsidiary guarantors, and U.S. Bank National Association (formerly known as Firststar Bank, National Association), 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. The Twenty-Third Supplemental Indenture is attached hereto as Exhibit 4.3.1.

The Registrant intends to use the proceeds of the issuance of the Notes for general corporate purposes.

## Section 9 Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

1.1 Underwriting Agreement dated as of July 6, 2010, among The Kroger Co., its subsidiary guarantors, Banc of America Securities LLC, U.S. Bancorp Investments, Inc., Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Rabo Securities USA, Inc., RBS Securities Inc. and CastleOak Securities, L.P.

1.1.1 Pricing Agreement dated as of July 6, 2010, among The Kroger Co., its subsidiary guarantors, Banc of America Securities LLC, U.S. Bancorp Investments, Inc., Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Rabo Securities USA, Inc., RBS Securities Inc.

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and CastleOak Securities, L.P.

4.3.1 Twenty-Third Supplemental Indenture, dated as of July 13, 2010, relating to the 5.40% Senior Notes due 2040, among The Kroger Co., its subsidiary guarantors, and U.S. Bank National Association (formerly known as Firstar Bank, National Association), as Trustee

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.

July 13, 2010

By:

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

EXHIBIT INDEX

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4.3.1	Twenty-Third Supplemental Indenture, dated as of July 13, 2010, relating to the 5.40% Senior Notes due 2040, among The Kroger Co., its subsidiary guarantors, and U.S. Bank National Association (formerly known as Firststar Bank, National Association), as Trustee