

KROGER CO  
Form 8-K  
June 26, 2012

**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 21, 2012**

(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 21, 2012 Annual Meeting

(b) The shareholders elected fourteen directors to serve until the annual meeting in 2013, 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 2012. The shareholders defeated a shareholder proposal to recommend a revision to Kroger's Code of Conduct and a shareholder proposal regarding extended producer responsibility for post-consumer package recycling. The final results are as follows:

To Serve Until 2013	For	Against	Abstain	Broker Non-Votes
Reuben V. Anderson	429,088,214	10,030,105	1,635,336	41,104,281
Robert D. Beyer	428,235,532	10,907,163	1,610,960	41,104,281
David B. Dillon	422,268,984	16,685,330	1,799,341	41,104,281
Susan J. Kropf	433,273,344	5,920,409	1,559,902	41,104,281
John T. LaMacchia	428,318,048	10,814,237	1,621,370	41,104,281
David B. Lewis	433,875,754	5,265,046	1,612,855	41,104,281
W. Rodney McMullen	430,572,063	8,563,447	1,618,145	41,104,281
Jorge P. Montoya	434,484,038	4,673,410	1,596,206	41,104,281
Clyde R. Moore	429,348,795	9,905,191	1,499,669	41,104,281
Susan M. Phillips	434,505,850	4,643,103	1,604,702	41,104,281
Steven R. Rogel	428,014,348	11,159,327	1,579,980	41,104,281
James A. Runde	433,814,284	5,291,573	1,647,798	41,104,281
Ronald L. Sargent	417,101,131	22,083,048	1,569,476	41,104,281
Bobby S. Shackouls	429,497,662	9,694,834	1,561,159	41,104,281

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	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Advisory vote approving executive compensation	420,234,082	18,983,256	1,536,317	41,104,281
Approve PricewaterhouseCoopers LLP as auditors for 2012	473,244,707	7,346,266	1,266,963	
Shareholder proposal (recommending revision to Kroger's Code of Conduct)	56,317,935	342,920,234	41,515,486	41,104,281
Shareholder proposal (regarding extended producer responsibility for post-consumer package recycling)	50,552,296	343,299,095	46,902,264	41,104,281

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, 2012

By:

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