

KROGER CO  
Form S-8  
July 03, 2003

As filed with the Securities and Exchange Commission on July 3, 2003

Registration No. 333-\_\_\_\_\_

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**THE KROGER CO.**

(Exact name of registrant as specified in its charter)

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**Ohio**

(State or other jurisdiction of  
incorporation or organization)

**1014 Vine Street, Cincinnati, Ohio**

(Address of Principal Executive Offices)

**31-0345740**

(I.R.S. Employer Identification No.)

**45202**

(Zip Code)

**Dillon Companies, Inc. Employees Profit Sharing Plan**

(Full title of Plan)

**Paul W. Heldman**

**Senior Vice President, Secretary and General Counsel**

**The Kroger Co.**

**1014 Vine Street**

**Cincinnati, Ohio 45202**

(Name and address of agent for service)

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**(513) 762-4000**

(Telephone number, including area code, of agent for service)

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**CALCULATION OF REGISTRATION FEE**

Title Of Securities To Be Registered	Amount To be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock \$1 Par Value	5,000,000 shares(2)	\$16.51	\$82,550,000	\$6,678.30
Preferred Stock Purchase Rights	(3)	(3)	(3)	(3)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Securities Act Rule 457(c), on the basis of the average of the high and low sale prices of the Registrant's Common Stock on the New York Stock Exchange on June 26, 2003, which date is within 5 business days prior to the date of the filing of this Registration Statement, as reported by The Wall Street Journal.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of plan interests to be offered or sold pursuant to the employee benefit plan described herein.
- (3) Preferred Stock Purchase Rights will be issued in conjunction with the shares of Common Stock to be issued for no additional consideration and therefore no registration fee is required. Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be exercisable or evidenced separately from the Common Stock.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The Registrant is registering additional securities under the Plan covered hereby for which a Registration Statement on Form S-8, bearing Registration No. 33-2056, currently is effective, and therefore, pursuant to General Instruction E. of Form S-8, the Registrant elects to incorporate by reference the contents of such Registration Statement which constitute information required in the Registration Statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on July 3, 2003.

THE KROGER CO.

By:

(\* DAVID B. DILLON)

David B. Dillon,

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 3, 2003.

<u>Signature</u>	<u>Title</u>
(* J. MICHAEL SCHLOTMAN)	Senior Vice President and Chief Financial Officer
J. Michael Schlotman	(principal financial officer)
(* M. ELIZABETH VAN OFLEN)	Vice President and Corporate Controller
M. Elizabeth Van Oflen	(principal accounting officer)
(* DAVID B. DILLON)	Chief Executive Officer and Director
David B. Dillon	(principal executive officer)
(* JOSEPH A. PICHLER)	Chairman of the Board of Directors and Director
Joseph A. Pichler	

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(\* DON W. McGEORGE)

President, Chief Operating Officer and Director

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Don W. McGeorge

(\* REUBEN V. ANDERSON)

Director

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Reuben V. Anderson

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(* ROBERT D. BEYER)	Director
Robert D. Beyer	
(* JOHN L. CLENDENIN)	Director
John L. Clendenin	
(* RICHARD K. DAVIDSON)	Director
Richard K. Davidson	
(* JOHN T. LAMACCHIA)	Director
John T. LaMacchia	
(* DAVID B. LEWIS)	Director
David B. Lewis	
(* EDWARD M. LIDDY)	Director
Edward M. Liddy	
(* W. RODNEY McMULLEN)	Director
W. Rodney McMullen	
(* CLYDE R. MOORE)	Director
Clyde R. Moore	
(* THOMAS H. O LEARY)	Director
Thomas H. O Leary	
(* KATHERINE D. ORTEGA)	Director
Katherine D. Ortega	
(* SUSAN M. PHILLIPS)	Director
Susan M. Phillips	
	Director
Steven R. Rogel	
(* BOBBY S. SHACKOULS)	Director
Bobby S. Shackouls	

\*By: BRUCE M. GACK

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Bruce M. Gack

Attorney-in-fact

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on July 3, 2003.

DILLON COMPANIES, INC. PROFIT SHARING PLAN,  
ADMINISTRATIVE COMMITTEE

By:         /s/ PAUL HELDMAN        

Name: Paul Heldman  
Title: Chairman of the Administrative Committee

By:         /s/ RICHARD A. MANKA        

Name: Richard A. Manka  
Title: Member of the Administrative Committee

By:         /s/ J. MICHAEL SCHLOTMAN        

Name: J. Michael Schlotman  
Title: Member of the Administrative Committee

By:         /s/ JIM R. THORNE        

Name: Jim R. Thorne  
Title: Member of the Administrative Committee

By:         /s/ DELLA WALL        

Name: Della Wall  
Title: Member of the Administrative Committee



INDEX OF EXHIBITS

- Exhibit 4 Amended and Restated Rights Agreement. Incorporated by reference to Exhibit 1 of Form 8-A/A Registration Statement, dated April 4, 1997, as amended by Form 8-A/A dated October 18, 1998.
- Exhibit 5.1 Opinion of Paul W. Heldman, Esquire, including his consent. Filed herewith.
- Exhibit 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants. Filed herewith.
- Exhibit 23.2 Consent of Paul W. Heldman, Esquire. Contained in the opinion filed as Exhibit 5.1 hereto.
- Exhibit 24 Powers of Attorney of certain officers and directors of Kroger. Filed herewith.