

KROGER CO  
Form 8-K  
June 30, 2014

**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 30, 2014**

(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 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 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On June 30, 2014, The Kroger Co. (the "Company") executed an Amended and Restated Credit Agreement (the "Credit Agreement") among the Company, the initial lenders named therein, and Bank of America, N.A., as an Issuing Bank and as a co-administrative agent and paying agent, Wells Fargo Bank National Association, as an Issuing Bank and as a co-administrative agent, Citibank, N.A., as syndication agent, and The Royal Bank of Scotland plc and U.S. Bank National Association, as co-documentation agents. The Company entered into the Credit Agreement to amend and restate its existing credit facility. The Credit Agreement provides for a \$2.750 billion unsecured revolving credit facility. The Company has the ability to increase the size of the facility by up to an additional \$750 million, subject to certain conditions. Unless extended, the Credit Agreement will terminate and all amounts outstanding thereunder will be due and payable on June 30, 2019. Certain parties to the Credit Agreement, and affiliates of those parties, provide banking, investment banking and other financial services to the Company from time to time. A copy of the Credit Agreement is attached hereto as Exhibit 99.1.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Amended and Restated Credit Agreement dated June 30, 2014, among The Kroger Co., the initial lenders named therein, and Bank of America, N.A., as an Issuing Bank and as a co-administrative agent and paying agent, Wells Fargo Bank National Association, as an Issuing Bank and as a co-administrative agent, Citibank, N.A., as syndication agent, and The Royal Bank of Scotland plc and U.S. Bank National Association, as co-documentation agents.

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 30, 2014

By:

/s/ Todd A. Foley  
Todd A. Foley  
Vice President and Treasurer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit</b>
99.1	Amended and Restated Credit Agreement dated June 30, 2014, among The Kroger Co., the initial lenders named therein, and Bank of America, N.A., as an Issuing Bank and as a co-administrative agent and paying agent, Wells Fargo Bank National Association, as an Issuing Bank and as a co-administrative agent, Citibank, N.A., as syndication agent, and The Royal Bank of Scotland plc and U.S. Bank National Association, as co-documentation agents.