

KROGER CO
Form 8-K
December 08, 2006

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: December 7, 2006
(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 45201
(Address of principal
executive offices)

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))

Section 5—Corporate Governance and Management

Item 5.02

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On December 7, 2006, pursuant to Section 5B of Kroger's Regulations, the Company's Board of Directors elected Ronald L. Sargent to serve on the Board until the annual meeting of shareholders in 2007, or until his successor is duly elected and qualified. Effective January 1, 2007, he will be appointed to serve on the Audit and Public Responsibilities committees of the Board. There are no arrangements or understandings

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between Mr. Sargent and any other persons pursuant to which he was selected as a director. Mr. Sargent has not engaged in any transactions with Kroger during the last fiscal year, and does not propose to engage in any transactions, that in either case would be reportable under Item 404(a) of Regulation S-K.

A copy of the press release announcing the election of Mr. Sargent is furnished herewith as Exhibit 99.1.

Section 9 Financial Statements and Exhibits

Item

9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1

Press Release announcing director election

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.

December 8, 2006

By:

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

EXHIBIT INDEX

Exhibit No.

Exhibit

99.1

Press Release announcing director election
