

KROGER CO
Form DEFA14A
May 11, 2012

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant
]

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

The Kroger Co.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to
Exchange Act Rule 0-11 (set forth the amount on which the filing fee is
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4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which
the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or
schedule and the date of its filing.

1) Amount previously paid:

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- 3) Filing Party:
 - 4) Date Filed:
-

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 21, 2012.**

THE KROGER CO.

*THE KROGER CO.
1014 VINE STREET
CINCINNATI, OH 45202
ATT: CHRISTINE WHEATLEY*

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 23, 2012
Date: June 21, 2012 **Time:** 11:00 AM EDT
Location: Music Hall Ballroom
Music Hall
1241 Elm Street
Cincinnati, OH 45202

You are receiving this communication because you hold shares in the above named company.

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This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
COMBINED NOTICE, PROXY STATEMENT, AND ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 7, 2012 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

- | | |
|-----|--------------------|
| 1a. | Reuben V. Anderson |
| 1b. | Robert D. Beyer |
| 1c. | David B. Dillon |
| 1d. | Susan J. Kropf |
| 1e. | John T. LaMacchia |
| 1f. | David B. Lewis |
| 1g. | W. Rodney McMullen |
| 1h. | Jorge P. Montoya |
| 1i. | Clyde R. Moore |
| 1j. | Susan M. Phillips |
| 1k. | Steven R. Rogel |
| 1l. | James A. Runde |
| 1m. | Ronald L. Sargent |
| 1n. | Bobby S. Shackouls |

The Board of Directors recommends that you vote FOR proposals 2 and 3.

2. Advisory vote to approve executive compensation.

3. Approval of PricewaterhouseCoopers LLP, as auditors.

The Board of Directors recommends that you vote AGAINST proposals 4 and 5.

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4. A shareholder proposal, if properly presented, to recommend revision of Kroger's Code of Conduct.
5. A shareholder proposal, if properly presented, to issue a report regarding extended producer responsibility for post-consumer package recycling.

NOTE: The Company will transact such other business as may properly be brought before the meeting. Holders of common shares of record at the close of business on April 23, 2012 will be entitled to vote at the meeting. To receive directions to the annual meeting please call 513-762-1220.

ADMISSION TICKET if you plan to attend the annual meeting of shareholders, please bring this notice with you as it serves as your admission ticket. This ticket admits only the shareholder(s) listed on this notice and is not transferable.

