

KROGER CO  
Form DEFA14A  
May 15, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**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.

- a. Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- b. Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- c. 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 calculated and state how it was determined:
  
  
  
  
  
  
  
  
  
  
- d. Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- e. Total fee paid:

Fee paid previously with preliminary materials.

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.

- a. Amount previously Paid:
  
  
  
  
  
  
  
  
  
  
- b. Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- c. Filing party:

d. Date Filed:

**THE KROGER CO.**

**1014 Vine Street**

**Cincinnati, Ohio 45202**

**(513) 762-4000**

**SUPPLEMENT DATED MAY 15, 2018**

**TO PROXY STATEMENT DATED MAY 15, 2018**

**FOR THE**

**ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD JUNE 28, 2018**

On May 15, 2018, The Kroger Co. (the Company) filed a definitive proxy statement (the Proxy Statement) with the Securities and Exchange Commission, which was recently distributed in connection with the Company's Annual Meeting of Shareholders scheduled for June 28, 2018 (the Annual Meeting). The Company is filing this supplement to its Proxy Statement solely to correct an inadvertent error in the number of common shares outstanding as of the close of business on May 2, 2018, the record date for the Annual Meeting, as previously disclosed in the Proxy Statement.

The number of the Company's common shares outstanding on May 2, 2018, the record date for the Annual Meeting, reported in the Proxy Statement inadvertently excluded 8,851,437 restricted shares outstanding.

The correct number of shares outstanding on May 2, 2018, the record date for the Annual Meeting, is 812,841,516, all of which are entitled to vote at the Annual Meeting. Accordingly, the reference to 803,990,079 common shares on page 1 of the Proxy Statement is hereby replaced with 812,841,516 common shares.

The correction of the number of shares outstanding at the closing of business on May 2, 2018 has no effect on the beneficial ownership percentages as reported in the Proxy Statement in the tables under the heading Beneficial Ownership of Common Stock. This Supplement does not change or update any of the other disclosures contained in the Proxy Statement.