

Roundy's, Inc.  
Form 4  
December 21, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KROGER CO**

(Last) (First) (Middle)  
**1014 VINE STREET**  
  
(Street)

**CINCINNATI, OH 45202-1100**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Roundy's, Inc. [RNDY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/18/2015**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 12/18/2015                              |                                                             | P                                    | 34,553,170<br>(1)                                                       | A \$ 1,000 (2)<br>3.6                                                                                              | D (3)                                                                   |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 12/18/2015                              |                                                             | P                                    | 14,813,987<br>(4)                                                       | A \$ 1,000 (2)<br>3.6                                                                                              | D                                                                       |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| KROGER CO<br>1014 VINE STREET<br>CINCINNATI, OH 45202-1100 |               |           | X       |       |

## Signatures

/s/ Christine S.  
Wheatley 12/21/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares of Common Stock, par value \$0.01 per share (the "Shares"), of Roundy's, Inc. ("Roundy's") acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of November 10, 2015 (the "Merger Agreement"), by and among The Kroger Co. ("Kroger"), KS Merger Sub Inc., a wholly owned subsidiary of Kroger ("Acquisition Corp."), and Roundy's (such tender offer, the "Offer"). Prior to the Merger (as defined below), Kroger beneficially owned 2,361,582 Shares (approximately 4.78%).

(2) Following the consummation of the Offer, Acquisition Corp. was merged with and into Roundy's, and Roundy's survived the Merger as a wholly-owned subsidiary of Kroger pursuant to a "back-end merger" under Delaware law (the "Merger"). Prior to the Merger, Kroger held 1,000 shares of Acquisition Corp., which represented all of the issued and outstanding capital stock of Acquisition Corp. At the effective time of the Merger, each share of Acquisition Corp. was converted into a share of the surviving company's stock, and all previously outstanding Shares held by Kroger were cancelled.

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- (3) Prior to the Merger, Shares were held by Acquisition Corp. As Acquisition Corp was a wholly owned subsidiary of Kroger, Kroger acquired beneficial ownership of the Shares.
- (4) Reflects all of the outstanding Shares not tendered in the Offer, which may be deemed to have been acquired by Kroger and Acquisition Corp. pursuant to the consummation of the Merger. Pursuant to the Merger, Kroger now beneficially owns all outstanding Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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