KROGER CO
Form 8-K
April 03, 2002

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: April 3, 2002

THE KROGER CO.
(Exact name of registrant as specified in its charter)

An Ohio Corporation	No. 1-303	31-0345740
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Number)

1014 Vine Street
Cincinnati, OH 45201
(Address of principal
executive offices)

Registrant's telephone number: (513) 762-4000

ITEM 5. OTHER EVENTS

On October 2, 2001, The Kroger Co., and its subsidiary guarantors, filed Registration Statement No. 333-70776 on Form S-3 with the Securities and Exchange Commission pursuant to Rule 415, and on November 6, 2001, filed pre-effective Amendment No. 1 to add additional subsidiary guarantors (hereinafter, as amended, referred to as the "Registration Statement"). The Registration Statement provides for the issuance of Securities in an aggregate amount of $1,250,000,000, and was declared effective on November 13, 2001. Pursuant to a Prospectus Supplement dated March 26, 2002, The Kroger Co. is issuing $500,000,000 of Debt Securities denominated 6.75% Senior Notes due 2012. The Debt Securities being issued are being guaranteed by the subsidiary guarantors.

Filed as Exhibit 1.1 to the Registration Statement was a form of Underwriting Agreement for the issuance of the Debt Securities. Attached hereto as Exhibit 1.1 is the Underwriting Agreement dated March 26, 2002. In connection with the issuance of the Senior Notes, the Registrant has executed a Pricing Agreement dated March 26, 2002, among The Kroger Co., its subsidiary guarantors, Salomon Smith Barney Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., and J.P. Morgan Securities Inc., the form of which is incorporated herein by reference as Exhibit 1.1.1 hereof.

The form of indenture for the Senior Notes was filed as Exhibit 4.3 of the Registration Statement. The Eighth Supplemental Indenture, dated as of April 3, 2002, among The Kroger Co., its subsidiary guarantors, and U.S. Bank, N.A. (formerly known as Firstar Bank, National Association), as Trustee, supplements the Indenture dated as of June 25, 1999, among The Kroger Co., its subsidiary guarantors, and Firstar Bank, National Association, as Trustee. The Thirteenth Supplemental Indenture is attached hereto as Exhibit 4.3.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits:

1.1 Underwriting Agreement dated March 26, 2002, among The Kroger Co., its subsidiary guarantors, Salomon Smith Barney Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., and J.P. Morgan Securities Inc.

1.1.1 Pricing Agreement dated March 26, 2002, among The Kroger Co., its subsidiary guarantors, Salomon Smith Barney Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., and J.P. Morgan Securities Inc.

4.3.1 Thirteenth Supplemental Indenture dated as of April 3, 2002, among The Kroger Co., its subsidiary guarantors, and U.S. Bank, N.A. (formerly known as Firstar Bank, National Association), as trustee, relating to the 6.75% Senior Notes due 2012.

SIGNATURE

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 hereto duly authorized.

THE KROGER CO.

April 3, 2002

By: (Paul Heldman)
Paul Heldman
Senior Vice President, Secretary

and General Counsel

EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT
1.1	Underwriting Agreement dated March 26, 2002, among The Kroger Co., its subsidiary guarantors, Salomon Smith Barney Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., and J.P. Morgan Securities Inc.
1.1.1	Pricing Agreement dated March 26, 2002, among The Kroger Co., its subsidiary guarantors, Salomon Smith Barney Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., and J.P. Morgan Securities Inc.
4.3.1	Thirteenth Supplemental Indenture dated as of April 3, 2002, among The Kroger Co., its subsidiary guarantors, and U.S. Bank, N.A. (formerly known as Firstar Bank, National Association), as trustee, relating to the 6.75% Senior Notes due 2012.