

KROGER CO
Form 11-K
June 28, 2016
[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

**o ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2015.

OR

**o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-303

The Kroger Co. Savings Plan

1014 Vine Street

Cincinnati, OH 45202

(Full title of the plan and the address of the plan)

The Kroger Co.

1014 Vine Street

Cincinnati, OH 45202

(Name of issuer of the securities held pursuant to the
plan and the address of its principal executive office)

[Table of Contents](#)

REQUIRED INFORMATION

Item 4. Plan Financial Statements and Schedules Prepared in Accordance with the Financial Reporting Requirements of ERISA.

Table of Contents

THE KROGER CO. SAVINGS PLAN

Financial Statements

And

Supplemental Schedule

December 31, 2015 and 2014

With

**Report of Independent Registered
Public Accounting Firm**

Table of Contents

THE KROGER CO. SAVINGS PLAN

Table of Contents

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	4
Financial Statements:	
<u>Net Assets Available for Benefits</u>	5
<u>Changes in Net Assets Available for Benefits</u>	6
<u>Notes to Financial Statements</u>	7 - 17
Supplemental Schedule:	
<u>Assets (Held at End of Year)</u>	18

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Participants and Administrative Committee of

The Kroger Co. Savings Plan:

We have audited the accompanying statements of net assets available for benefits of The Kroger Co. Savings Plan (the Plan) as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2015 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio

June 28, 2016

Table of Contents**THE KROGER CO. SAVINGS PLAN**

Statements of Net Assets Available for Benefits

December 31, 2015 and 2014

(In Thousands)

	2015	2014
Assets:		
Cash	\$ 1,551	\$ 1,066
Investments, at fair value:		
Interest in Master Trust	3,429,045	3,210,436
Receivables:		
Participant contributions		1,237
Employer contributions		1,747
Notes receivable from participants	57,614	56,213
	57,614	59,197
Total assets	3,488,210	3,270,699
Liabilities:		
Administrative fees payable	51	214
Net assets available for benefits at fair value	3,488,159	3,270,485
Adjustment from fair value to contract value for interest in Master Trust relating to investment contracts	(15,388)	(26,868)
Net assets available for benefits	\$ 3,472,771	\$ 3,243,617

See accompanying notes to financial statements.

Table of Contents

THE KROGER CO. SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2015 and 2014

(In Thousands)

	2015	2014
Additions:		
Participant contributions	\$ 87,886	\$ 84,643
Employer contributions		1,756
Investment income - participation in Master Trust	465,111	699,857
Interest income on notes receivable from participants	2,228	2,092
Deductions:		
Benefits paid to participants	(323,274)	(254,775)
Administrative expenses	(2,797)	(2,935)
Net increase	229,154	530,638
Net assets available for benefits:		
Beginning of year	3,243,617	2,712,979
End of year	\$ 3,472,771	\$ 3,243,617

See accompanying notes to financial statements.

Table of Contents

THE KROGER CO. SAVINGS PLAN

Notes to Financial Statements
(All dollar amounts are in thousands)

1. Description of Plan:

The following description of The Kroger Co. Savings Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of Plan provisions.

General

The Plan is sponsored by The Kroger Co., an Ohio corporation, and its wholly-owned subsidiaries (collectively the Company). The Plan is a defined contribution plan covering all employees of the Company who have attained age 21, have been employed 30 days, and have completed 72 hours of service within the 30-day period, excluding those employees eligible to participate under another qualified defined contribution plan sponsored by the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Subject to certain limits, participants may contribute up to 75% (7% of compensation for the Plan year if the participant is a highly compensated employee as defined by the Internal Revenue Service) of compensation per pay period to the Plan. It is at the discretion of participants to modify and direct investments. Participants are eligible to make catch-up contributions beginning in the year in which they reach age 50. Participants are also permitted to deposit into the Plan distributions from other qualified plans.

A one-time Company contribution was made to the Plan in 2014 for participants who formerly participated in the PIUMPF USW Pension Plan. The contribution was limited to 6% of the eligible participant's plan compensation, as defined pursuant to the terms of the Plan.

Participant Accounts

Each participant account is credited with the participant contribution, Company match contribution (if any), and an allocation of Plan earnings or losses. Allocations of earnings or losses are based upon the performance of the investment funds chosen by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All accounts of a participant are fully vested at all times.

Table of Contents

Benefits

Payment of benefits can be made under various methods, depending upon the reason for the distribution, such as termination of service, death, or retirement, as well as other factors. At termination, those participants with a balance of less than or equal to one thousand dollars will receive a single lump sum distribution. Absent specific elections by the participant, those with balances greater than one thousand dollars and less than or equal to five thousand dollars shall be distributed, in the form of a direct rollover, to an individual retirement account designated by the Plan Administrator. Those with balances greater than five thousand dollars may elect to leave their funds in the Plan or choose other options. Participants are entitled to benefits beginning at normal retirement age (generally age 65). Benefits are recorded when paid.

Notes Receivable from Participants

The Plan permits participants to borrow from their vested account. The maximum amount that may be borrowed is the lesser of fifty thousand dollars or 50% of the vested balance of the account. Loan terms range from 1 - 4 years or up to 6 years for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at a rate of Prime plus 1.0%. The rate is changed quarterly and the Prime rate used for a quarter is the Prime rate on the last business day of the previous quarter. Principal and interest are paid through periodic payroll deductions.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 or 2014. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Forfeitures

Forfeitures from unclaimed benefits may be used to reduce administrative expenses of the Plan or may be reallocated among eligible participants at the end of the Plan year. The balance of forfeitures was \$5 and \$2 at December 31, 2015 and 2014, respectively. These amounts will be used to reduce administrative expenses of the Plan. During 2015 and 2014, forfeitures of \$157 and \$7, respectively, were used to reduce administrative expenses of the Plan.

2. Summary of Significant Accounting Policies:

Basis of accounting

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The financial statements of the Plan are prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Table of Contents

Master Trust

The investments of the Plan, along with investments of other plans of The Kroger Co. and its subsidiaries, are pooled for investment purposes in a master trust pursuant to an agreement dated July 1, 2004, between Bank of America, N.A., as successor in interest to Merrill Lynch Bank & Trust Co., FSB, the trustee, and the Company – The Kroger Defined Contribution Plan Master Trust (the Master Trust).

Investment valuation and income recognition

The Plan's investments within the Master Trust are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Administrative Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodian. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Gains or losses on sales of securities are based on average cost. Dividends are recorded on the ex-dividend date. Income from other investments is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate a permitted transaction under the terms of the Plan. The Plan invests in investment contracts through the Master Trust. The Statements of Net Assets Available for Benefits presents the fair value of the investment in the Master Trust as well as the adjustment of the investment in the Master Trust from fair value to contract value relating to investment contracts. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Estimates

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Administrative expenses

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The Plan will pay the administrative costs and expenses of the Plan, including the custodian and management fees. Any expenses that are unable to be allocated to participants are paid by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and distributions to participants are charged directly to the participant's account and are included in administrative expenses.

Table of Contents

Accounting change

Recently issued accounting pronouncements The Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, Plan Accounting: Defined Contribution Pension Plans (Topic 962): (Part 1) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, and (Part III) Measurement Date Practical Expedient. ASU 2015-12 simplifies disclosures and reporting by employee benefit plans. ASU 2015-12 is effective for fiscal years beginning after December 15, 2015, with earlier adoption permitted. The Plan has elected to early adopt Part II of ASU 2015-12, applied retrospectively to all periods presented. This change has no impact on net assets available for benefits.

Reclassification

Certain amounts in the 2014 financial statements have been reclassified to conform to the 2015 presentation.

Subsequent events

The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through the date on which the financial statements were available to be issued.

3. Investment Contracts:

The Master Trust holds several synthetic investment contracts which are managed by investment fund managers. The Master Trust also purchases wrapper contracts from financial institutions which provide assurance that crediting rates will never be less than zero. All plans have an undivided interest in each investment contract. The investment contracts are fully benefit-responsive. A fully benefit-responsive investment provides a liquidity guarantee by a financially responsible third party of principal and previously accrued interest for liquidations, transfers, loans, or withdrawals initiated by Plan participants under the terms of the ongoing Plan. Certain employer-initiated events (i.e. layoffs, mergers, bankruptcy, Plan termination) are not eligible for the liquidity guarantee.

In general, issuers may terminate the investment contracts and settle at other than contract value if the qualification status of the employer or Plan changes, breach of material obligations under the contract and misrepresentation by the contract holder, or failure of the underlying portfolio to conform to the pre-established investment guidelines.

The Plan Administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The following information relates to the Master Trust interest in investment contracts:

Table of Contents

	2015	2014
Contract value	\$ 1,155,743	\$ 1,079,839
Fair value	\$ 1,183,351	\$ 1,126,739
Crediting interest rate range	.02% to 3.67%	.02% to 4.15%
Current crediting rate	2.54%	2.64%
Average yield	2.43%	2.49%

The crediting interest rate range for the investment contracts is based upon the contract rate or a predetermined formula that factors in duration, market value, and book value of the investment. Certain crediting rates are adjusted quarterly. The minimum crediting interest rate for these investments is zero.

4. Master Trust:

The following is financial information with respect to the Master Trust:

December 31, 2015 and 2014 investment holdings (at fair value):

	2015	2014
Common stock	\$ 3,239,227	\$ 2,772,437
Mutual funds	188,528	222,430
Cash and cash equivalents	97,729	36,507
Fixed maturity synthetic guaranteed investment contracts	170,000	182,982
Constant duration synthetic guaranteed investment contracts	915,622	907,250
Collective trusts	653,936	697,136
Retirement date funds	2,221,364	2,197,282
	\$ 7,486,406	\$ 7,016,024

The underlying investments within the synthetic contracts include corporate, government and mortgage backed debt securities.

As of December 31, 2015 and 2014, the Plan's interest in the net assets of the Master Trust was 45.80% and 45.76% respectively. The Master Trust allocates individual assets to each plan participating in the Master Trust arrangement. Therefore, the investment results of the Plan may not reflect its proportionate interest in the Master Trust.

5. Fair Value Measurements:

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For financial statement elements currently required to be measured at fair value, Financial Accounting Standards Board (FASB) defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standards define fair value as the price that would be received to sell an asset or paid to transfer a liability (exit price) regardless of whether an observable liquid market price exists.

Table of Contents

FASB establishes a fair value hierarchy that categorizes the inputs to valuation techniques that are used to measure fair value into three levels:

- Level 1 includes observable inputs which reflect quoted prices for identical assets or liabilities in active markets at the measurement date.
- Level 2 includes observable inputs for assets or liabilities other than quoted prices included in Level 1 and it includes valuation techniques which use prices for similar assets and liabilities.
- Level 3 includes unobservable inputs which reflect the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methods used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2015 and 2014.

- Cash and Cash Equivalents: The carrying value approximates fair value.
- Common Stock: The fair values of these securities are based on observable market quotations for identical assets and are valued at the closing price reported on the active market on which the individual securities are traded.
- Mutual Funds: The fair values of these securities are primarily based on observable market quotations for identical assets and are valued at the closing price reported on the active market on which the individual securities are traded.
- Guaranteed Investment Contracts: The investments include cash and cash equivalents, fixed maturity guaranteed investment contracts (GICs) and constant duration GICs. The fair value of the investments is calculated using the present value of the contract's future cash flow values discounted by comparable duration Wall Street Journal GIC Index rates. Fair values for variable synthetic GICs are calculated using the present value of the contract's future cash flow values discounted by comparable swap rates. Fair values for constant duration synthetic GICs are calculated

using the market values provided by the external investment managers.

- **Collective Trusts:** The collective trust funds are public investment vehicles valued using a Net Asset Value (NAV) provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV's unit price is quoted on a private market that is not active. However, the NAV is based on the fair value of the underlying securities within the fund, which are traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded. The significant investment strategies of the funds are as described in the financial statements provided by each fund.

Table of Contents

There are no restrictions on redemptions from these funds.

- **Retirement Date Funds:** Retirement date funds are made up of investments in mutual funds, custom funds, and collective trusts, and are valued in a manner consistent with that described above.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

While all the investments of the participating plans are deemed part of the Master Trust, each plan does maintain a separate accounting of its share of the investments in the Master Trust.

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2015:

		Assets at Fair Value as of December 31, 2015 Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
Investments:				
Interest in Master Trust:	\$ 7,486,406			
Common Stock		\$ 3,239,227		
Mutual Funds		188,528		
Cash & Cash Equivalents		97,729		
Fixed Maturity GICS			\$ 170,000	
Constant Duration GICS			915,622	
Collective Trusts			653,936	
Retirement Date Funds			2,221,364	
Total investments	\$ 7,486,406	\$ 3,525,484	\$ 3,960,922	\$

The GICs shown above include wrap contracts, the fair value of which is immaterial.

Table of Contents

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2014:

		Assets at Fair Value as of December 31, 2014 Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
<u>Investments:</u>				
Interest in Master Trust:	\$ 7,016,024			
Common Stock		\$ 2,772,437		
Mutual Funds		222,430		
Cash & Cash Equivalents		36,507		
Fixed Maturity GICS			\$ 182,982	
Constant Duration GICS			907,250	
Collective Trusts			697,136	
Retirement Date Funds			2,197,282	
Total investments	\$ 7,016,024	\$ 3,031,374	\$ 3,984,650	\$

The GICs shown above include wrap contracts, the fair value of which is immaterial.

Table of Contents**Fair Value of Investments in Entities that Use NAV**

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2015 and 2014, respectively.

December 31, 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Collective trust fund BlackRock MSCI ACWI IMI Fund	\$ 472,407	n/a	Daily	1 day
Collective trust fund BlackRock Global Allocation Fund	\$ 137,764	n/a	Daily	1 day
Collective trust fund Aggregate Bond Index Fund	\$ 43,765	n/a	Daily	1 day
Retirement date funds(a)	\$ 2,221,364	n/a	Daily	1 day
 December 31, 2014	 Fair Value	 Unfunded Commitments	 Redemption Frequency (if currently eligible)	 Redemption Notice Period
Collective trust fund BlackRock MSCI ACWI IMI Fund	\$ 511,425	n/a	Daily	1 day
Collective trust fund BlackRock Global Allocation Fund	\$ 147,285	n/a	Daily	1 day
Collective trust fund Aggregate Bond Index Fund	\$ 38,426	n/a	Daily	1 day
Retirement date funds(a)	\$ 2,197,282	n/a	Daily	1 day

(a) The primary objective of these funds is to provide an appropriate asset mix for a participant given the participant's age and retirement year. The underlying assets of the funds consist of mutual funds, collective trusts, and separate account vehicles. As time moves closer to a participant's retirement date, the investments in the funds are adjusted automatically to become more conservative, with a higher portion invested in bonds and shorter-term investments and less in stocks. The investments in the funds are reviewed

Table of Contents

regularly and adjusted as necessary. The focus of the funds changes from growing assets to generating income and protecting investments as the retirement date approaches.

6. Income Tax Status:

The Plan obtained its latest determination letter dated February 27, 2014, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, complied with the applicable requirements of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

7. Risks and Uncertainties:

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of any total or partial termination or discontinuance, the accounts of all affected participants shall remain fully vested and non-forfeitable.

9. Related-party and Party-in-interest Transactions:

The Plan's portion of its interest in the Master Trust included \$553,778 and \$398,188 of The Kroger Co. common shares at December 31, 2015 and 2014, respectively, at fair value.

The Plan purchased 6,080,498 and 5,408,073 common shares of The Kroger Co. at a cost of \$311,704 and \$259,739 in 2015 and 2014, respectively, through its interest in the Master Trust.

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The Plan sold 7,939,138 and 6,502,817 common shares of The Kroger Co. for \$411,421 and \$316,801 with a realized gain of \$143,717 and \$89,339 in 2015 and 2014, respectively, through its interest in the Master Trust.

Bank of America, N.A. and Merrill Lynch provide recordkeeping and investment management services to the Plan. Therefore, transactions with Bank of America, N.A. and Merrill Lynch qualify as party-in-interest transactions.

Table of Contents

10. Reconciliation of Financial Statements to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2015		2014	
Net assets available for benefits per the financial statements	\$	3,472,771	\$	3,243,617
Adjustment from contract value to fair value for investments in Master Trust		15,388		26,868
Net assets available for benefits per the Form 5500	\$	3,488,159	\$	3,270,485

Net investment gain (loss) from master trust investment accounts on the Form 5500 will also reflect these adjustments.

Table of Contents

THE KROGER CO. SAVINGS PLAN

EIN: 31-0345740 Plan Number: 004

Schedule H, Part IV, 4i - Schedule of Assets (Held at End of Year)

December 31, 2015

(In Thousands)

(a)	(b),(c) Investment description	(d) Cost	(e) Current value
	Interest in Master Trust	**	\$ 3,429,045
*	Participant loans, 4.25% to 11.0%, 1-6 year maturities	\$	57,614
			\$ 3,486,659

* Indicates party-in-interest to the Plan.

** Cost of assets is not required to be disclosed as investment is participant directed.

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE KROGER CO. SAVINGS PLAN

Date: June 27, 2016

By:

/s/ Theresa Monti

Theresa Monti

Chairman of the Administrative Committee

Table of Contents

EXHIBIT INDEX

Exhibit No.

23.1 Consent of Independent Registered Public Accounting Firm

20
