

KROGER CO  
Form 8-K  
May 28, 2003

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: May 28, 2003

**THE KROGER CO.**

(Exact name of registrant as specified in its charter)

An Ohio Corporation  
(State or other jurisdiction  
of incorporation)

No. 1-303  
(Commission File  
Number)

31-0345740  
(IRS Employer  
Number)

1014 Vine Street  
Cincinnati, OH 45201

(Address of principal executive offices)

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

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Item 5. Other Events

On May 21, 2003, The Kroger Co. executed an Amended and Restated 364-Day Credit Agreement, among the Company, the Initial Lenders named therein, Citibank, N.A., as Administrative Agent and as Paying Agent, JPMorgan Chase Bank, as Administrative Agent, Bank of America, N.A., Bank One, NA, The Bank of Tokyo-Mitsubishi, Ltd., Chicago Branch, and Union Bank of California, N.A., as co-syndication agents, and Citigroup Global Markets Inc. and JPMorgan Securities Inc., as arrangers. A copy of the Amended and Restated 364-Day Credit Agreement is attached hereto as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits:

- 99.1 Amended and Restated 364-Day Credit Agreement, among the Company, the Initial Lenders named therein, Citibank, N.A., as Administrative Agent and as Paying Agent, JPMorgan Chase Bank, as Administrative Agent, Bank of America, N.A., Bank One, NA, The Bank of Tokyo-Mitsubishi, Ltd., Chicago Branch, and Union Bank of California, N.A., as co-syndication agents, and Citigroup Global Markets Inc. and JPMorgan Securities Inc., as arrangers.

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.

May 28, 2003

By:

(Paul Heldman)  
Paul Heldman  
Senior Vice President, Secretary

and General Counsel

EXHIBIT INDEX

**Exhibit No.**

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