

KROGER CO  
Form FWP  
July 18, 2013

**Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement Number 333-171183**

**The Kroger Co.**

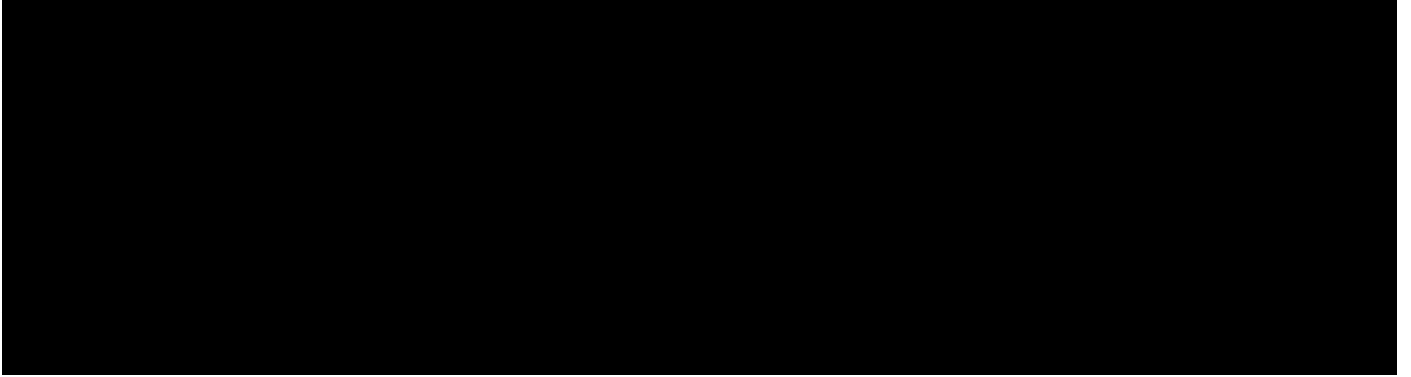
Pricing Term Sheet

Dated July 18, 2013



3.850% Notes due 2023





## Edgar Filing: KROGER CO - Form FWP

Joint Bookrunners:

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

Citigroup Global Markets Inc.

Co-Managers:

RBS Securities Inc.

Fifth Third Securities, Inc.

BNY Mellon Capital Markets, LLC

Mitsubishi UFJ Securities (USA), Inc.

RBC Capital Markets, LLC

PNC Capital Markets LLC

CastleOak Securities, L.P.

Drexel Hamilton, LLC

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The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.

We expect that delivery of the notes will be made against payment therefore on or about the settlement date specified above, which will be the fifth business day following the date of this term sheet. Under Rule 15c6-1 of the Securities and Exchange Commission under the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of this term sheet or the next succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date hereof or the next succeeding business day should consult their own advisor.

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