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KROGER CO
Form 10-K/A
June 29, 2001

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED February 3, 2001.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

COMMISSION FILE NUMBER 1-303

THE KROGER CO.

(Exact name of registrant as specified in its charter)

Ohio

31-0345740

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

1014 Vine Street, Cincinnati, OH 45202

45202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (513) 762-4000

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class

Name of each exchange
on which registered

Common Stock \$1 par value

New York Stock Exchange

810,729,610 shares
outstanding on April 27, 2001

Securities registered pursuant to section 12(g) of the Act:

NONE

(Title of class)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10K or any amendment to this Form 10-K. []

The aggregate market value of the Common Stock of The Kroger Co. held by non-affiliates as of March 7, 2001: \$19,466,148,862.

Documents Incorporated by Reference:

Proxy Statement to be filed pursuant to Regulation 14A of the Exchange Act on or before June 3, 2001, incorporated by reference into Parts II and III of Form 10-K.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Financial Statements:

Report of Independent Public Accountants
Consolidated Balance Sheet as of February 3, 2001 and January 29, 2000
Consolidated Statement of Income for the years ended February 3, 2001, January 29, 2000, and January 2, 1999
Consolidated Statement of Cash Flows for the years ended February 3, 2001 and January 29, 2000
Consolidated Statement of Changes in Shareowners' Equity (Deficit)
Notes to Consolidated Financial Statements

Financial Statement Schedules:

There are no Financial Statement Schedules included with this filing for the reason that they are not applicable or are not required or the information is included in the financial statements or notes thereto

(b) Reports on Form 8-K:

On December 5, 2000, The Kroger Co. filed a Current Report on Form 8-K with the SEC disclosing its earnings release for the third quarter 2000, including unaudited financial statements for that quarter.

(c) Exhibits

- 3.1 Amended Articles of Incorporation of The Kroger Co. are incorporated by reference to Exhibit 3.1 of The Kroger Co.'s Quarterly Report on Form 10-Q for the quarter ended October 3, 1998. The Kroger Co.'s Regulations are incorporated by reference to Exhibit 4.2 of The Kroger Co.'s Registration Statement on Form S-3 (Registration No. 33-57552) filed with the

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SEC on January 28, 1993.

- 4.1 Instruments defining the rights of holders of long-term debt of the Company and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10% of the consolidated assets of the Company. The Company undertakes to file these instruments with the Commission upon request.
- 10.1 Material Contracts - Third Amended and Restated Employment Agreement dated as of July 22, 1993, between the Company and Joseph A. Pichler is hereby incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended October 9, 1993.
- 10.2 Non-Employee Directors' Deferred Compensation Plan. Incorporated by reference to Appendix J to Exhibit 99.1 of Fred Meyer, Inc.'s Current Report on Form 8-K dated September 9, 1997, SEC File No. 1-13339.
- *12.1 Statement of Computation of Ratio of Earnings to Fixed Charges.
- *21.1 Subsidiaries of the Registrant.

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- 23.1 Consent of Independent Public Accountants.
- *24.1 Powers of Attorney.
- 99.1 Annual Reports on Form 11-K for The Kroger Co. Savings Plan, the Dillon Companies, Inc. Employee Stock Ownership Plan and Trust, the Fred Meyer, Inc. 401(k) Savings Plan for Collective Bargaining Unit Employees for the Year 2000, and the Fred Meyer, Inc. 401(k) Savings Plan for the period from April 1, 2000 through December 31, 2000.

* Previously filed