

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name The Kroger Co.		2 Issuer's employer identification number (EIN) 31-0345740	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact 513-762-4366	5 Email address of contact kroger.ir@kroger.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1014 Vine Street		7 City, town, or post office, state, and Zip code of contact Cincinnati, OH 45202	
8 Date of action July 13, 2015		9 Classification and description Common Shares	
10 CUSIP number 501044101	11 Serial number(s)	12 Ticker symbol KR	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On June 25, 2015, the Board of Directors of Kroger declared a two-for-one stock split of Kroger's common shares in the form of a stock dividend for distribution on July 13, 2015 to shareholders of record holding common shares at the close of business on July 6, 2015. Pursuant to the stock dividend, each shareholder of record received one additional common share for each outstanding common share held at the close of business on the record date.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The stock split in the form of a stock dividend was a non-taxable transaction under Internal Revenue Code (IRC) Section 305(a) and accordingly a shareholder's basis shall be allocated under IRC Section 307(a). Under IRC Section 307(a) each shareholder will allocate the basis in one common share owned prior to the stock split over that share and the additional common share issued in the stock split. As a result, a shareholder will multiply the basis in each common share held before the stock split by 50% to determine the basis, after the stock split, in that share and the additional common share distributed in the stock split. See the example below in #16.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ A shareholder will multiply the basis in each common share held before the stock split by 50% to determine the basis, after the stock split, in that share and the additional common share distributed in the stock split.

Example:

Before the stock split: A shareholder holds 100 Common Shares of The Kroger Co. with a basis of \$50 per share and \$5,000 in total market value.

After the stock split: A shareholder holds 200 Common Shares of The Kroger Co. with a basis of \$25 per share and \$5,000 in total market value.

We caution that this is not tax advice and is provided only as guidance. Investors should consult their tax advisor.

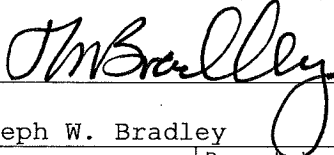
For Paperwork Reduction Act Notice, see the separate instructions.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The applicable Internal Revenue Code sections upon which the tax treatment is based are IRC Sections 305(a) and 307(a). Under IRC Section 305(a), the distribution is not taxable to shareholders. Under IRC Section 307(a), each shareholder's basis in his or her existing common shares must be allocated between the existing common shares and the additional common shares that were distributed in the stock split.

18 Can any resulting loss be recognized? ▶ No loss can be recognized in connection with the two-for-one stock split completed in the form of a stock dividend. The laws of jurisdictions other than the United States may impose income taxes on the receipt of additional shares. As such, investors should consult their tax advisors with respect to the potential tax consequences in light of their individual circumstances.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2015 for shareholders reporting taxable income on a calendar year basis ending December 31, 2015. For shareholders reporting taxable income on a basis other than calendar year, the reportable year is the shareholder's tax year that includes July 13, 2015.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶		Date ▶	<u>7/30/15</u>
Paid Preparer Use Only	Print your name ▶	<u>Joseph W. Bradley</u>	Title ▶	<u>Assistant Treasurer</u>
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed <input type="checkbox"/> PTIN
	Firm's name ▶	Firm's EIN ▶		
	Firm's address ▶	Phone no.		

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054