

# SECURITIES AND EXCHANGE COMMISSION

## FORM 424B5

Prospectus filed pursuant to Rule 424(b)(5)

Filing Date: **1994-03-18**  
SEC Accession No. **0000056873-94-000043**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **KROGER CO**

CIK: **56873** | IRS No.: **310345740** | State of Incorporation: **OH** | Fiscal Year End: **1230**  
Type: **424B5** | Act: **33** | File No.: **033-64192** | Film No.: **94516670**  
SIC: **5411** Grocery stores

Business Address  
1014 VINE ST  
CINCINNATI OH 45202  
5137624000

Pricing Supplement No. 28  
(To Prospectus dated July 6, 1993  
and Prospectus Supplement dated  
October 15, 1993)

Filed Pursuant to  
Rule 424(b)(5)  
File No. 33-64192

Dated: March 18, 1994

THE KROGER CO.

General Term Notes (R), Series B  
Due from Nine Months to 25 Years from Date of Issue

Aggregate Principal Amount: \$2,265,000.00

Fixed or Variable Rate: Fixed

Interest Rate:

If Fixed Rate Note:

Interest Rate: 8.000%

Interest Payment Date(s) (Monthly or Otherwise):  
Monthly, Beginning 04/15/94

If Variable Rate Note:

Base Rate: N/A

Initial Interest Rate: N/A

Interest Reset Period(s): N/A

Interest Payment Date(s) (Monthly or Otherwise): N/A

Interest Reset Date(s): N/A

Spread, If Any: N/A

Maximum Interest Rate, If Any: N/A

Minimum Interest Rate, If Any: N/A

Stated Maturity Date: March 15, 2004

Purchase Price: 97.150% of Principal Amount

Issue Date: March 24, 1994

Optional Redemption by the Company:

Initial Optional Redemption Date: 03/15/97  
Redemption Price(s): 03/15/97 and  
thereafter - 100%  
Applicable Premium(s), if any: None

Under the Credit Agreement, the Senior Lenders' consent may be required prior to any optional redemption of the Notes. See "DESCRIPTION OF THE CREDIT AGREEMENT-Certain Covenants-Prepayment of Other Debt" in the Prospectus.

Agent -----	Principal Amount of Notes to be Purchased -----
Kemper Securities, Inc.	\$ 500,000.00
J.J.B. Hilliard, W.L. Lyons, Inc.	361,000.00
J. W. Korth & Company	1,404,000.00
	-----
Total	\$ 2,265,000.00 =====

	Per Note -----	Total -----
Prices to Public:	100.00%	\$2,265,000.00
Underwriter's Discount or Commission	2.850%	\$64,552.50
Maximum Dealer's Discount or Selling Concession:	2.250%	\$50,962.50
Proceeds to The Kroger Co.:	97.150%	\$2,200,447.50

CUSIP Number: 50104R-BD-1

Terms defined in the Prospectus and the Prospectus Supplement are used in this Pricing Supplement as so defined.

(R) Registered service mark of J. W. Korth & Company