

# SECURITIES AND EXCHANGE COMMISSION

## FORM 424B5

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

Filing Date: **1994-05-13**  
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### 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.: **94527980**  
SIC: **5411** Grocery stores

Business Address  
1014 VINE ST  
CINCINNATI OH 45202  
5137624000

Pricing Supplement No. 52  
(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: May 13, 1994

THE KROGER CO.

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

Aggregate Principal Amount: \$388,000.00

Fixed or Variable Rate: Variable

Interest Rate:

If Fixed Rate Note:

Interest Rate: N/A

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

If Variable Rate Note:

Base Rate: Treasury Constant Maturity 1-year as  
published in the Federal Reserve Statistical Release  
H.15(519) most immediately preceding the applicable  
Interest Reset Date

Initial Interest Rate: 7.400%

Interest Reset Period(s): Quarterly

Interest Payment Date(s) (Monthly or Otherwise):  
Quarterly on 03/15, 06/15, 09/15 and 12/15, Beginning  
06/15/94

Interest Reset Date(s): Third Wednesday of each of  
March, June, September and December

Spread, If Any: Plus 200 Basis Points (subject to the  
applicable Minimum Interest Rate and Maximum Interest  
Rate)

Maximum Interest Rate, If Any: 10.000%

Minimum Interest Rate, If Any: 6.000%

Stated Maturity Date: March 15, 2001

Purchase Price: 97.650% of Principal Amount

Issue Date: May 19, 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.	\$ 0.00
J.J.B. Hilliard, W.L. Lyons, Inc.	58,000.00
J. W. Korth & Company	330,000.00
	-----
Total	\$ 388,000.00 =====

	Per Note -----	Total -----
Prices to Public:	100.00%	\$388,000.00
Underwriter's Discount or Commission	2.35%	\$9,118.00
Maximum Dealer's Discount or Selling Concession:	1.75%	\$6,790.00
Proceeds to The Kroger Co.:	97.65%	\$378,882.00

CUSIP Number: 50104R-CD-0

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