

Roundy's, Inc.
Form 4
December 21, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KROGER CO

2. Issuer Name and Ticker or Trading Symbol
Roundy's, Inc. [RNDY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1014 VINE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2015

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

CINCINNATI, OH 45202-1100

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 12/18/2015 | | P | | 34,553,170 (1) | A | \$ 3.6 |
| | | | | | 1,000 | (2) | |
| | | | | | | D | (3) |
| Common Stock, par value \$0.01 per share | 12/18/2015 | | P | | 14,813,987 (4) | A | \$ 3.6 |
| | | | | | 1,000 | (2) | |
| | | | | | | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KROGER CO 1014 VINE STREET CINCINNATI, OH 45202-1100 | | X | | |

Signatures

/s/ Christine S. Wheatley 12/21/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares of Common Stock, par value \$0.01 per share (the "Shares"), of Roundy's, Inc. ("Roundy's") acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of November 10, 2015 (the "Merger Agreement"), by and among The Kroger Co. ("Kroger"), KS Merger Sub Inc., a wholly owned subsidiary of Kroger ("Acquisition Corp."), and Roundy's (such tender offer, the "Offer"). Prior to the Merger (as defined below), Kroger beneficially owned 2,361,582 Shares (approximately 4.78%).

(2) Following the consummation of the Offer, Acquisition Corp. was merged with and into Roundy's, and Roundy's survived the Merger as a wholly-owned subsidiary of Kroger pursuant to a "back-end merger" under Delaware law (the "Merger"). Prior to the Merger, Kroger held 1,000 shares of Acquisition Corp., which represented all of the issued and outstanding capital stock of Acquisition Corp. At the effective time of the Merger, each share of Acquisition Corp. was converted into a share of the surviving company's stock, and all previously outstanding Shares held by Kroger were cancelled.

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- (3) Prior to the Merger, Shares were held by Acquisition Corp. As Acquisition Corp was a wholly owned subsidiary of Kroger, Kroger acquired beneficial ownership of the Shares.
- (4) Reflects all of the outstanding Shares not tendered in the Offer, which may be deemed to have been acquired by Kroger and Acquisition Corp. pursuant to the consummation of the Merger. Pursuant to the Merger, Kroger now beneficially owns all outstanding Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.