

Vitacost.com, Inc.
Form 4
August 18, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Last) (First) (Middle)
1014 VINE STREET
(Street)
CINCINNATI, OH 45202-1100
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vitacost.com, Inc. [VITC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | (A) or (D) | Price |
| Common Stock, par value \$0.00001 per share (1) (2) | 08/18/2014 | | P | | 30,678,665 | A | \$ 8 |
| | | | | | 30,678,665 | I | |
| Common Stock, par value \$0.00001 per share | 08/18/2014 | | P | | 3,749,701 (4) | A | \$ 8 |
| | | | | | 1,000 (5) | I | |

See Footnote (3)

See Footnote (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/ Christine S. Wheatley 08/18/2014

**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) This form is a joint filing by The Kroger Co. ("Kroger") and Vigor Acquisition Corp., a direct wholly owned subsidiary of Kroger ("Acquisition Corp.").
- Shares of Common Stock, par value \$0.00001 per share (the "Shares"), of Vitacost.com, Inc. ("Vitacost") acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of July 1, 2014 (the "Merger Agreement"), by and among Kroger, Acquisition Corp. and Vitacost (such tender offer, the "Offer").

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(3) Shares were held by Acquisition Corp. As Acquisition Corp. is a direct wholly owned subsidiary of Kroger, Kroger may be deemed to have acquired indirect beneficial ownership of the Shares.

(4) Reflects all of the outstanding shares of Vitacost 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 (as defined below).

Acquisition Corp. was merged with and into Vitacost, with Vitacost surviving the Merger as a direct wholly owned subsidiary of Kroger pursuant to a "back-end merger" under Delaware law (the "Merger"). At the effective time of the Merger, all of Vitacost's previously

(5) outstanding stock held by the registrants was canceled. Prior to the Merger, Kroger directly 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.

Remarks:

Exhibit List: Exhibit 99.1 - Joint Filer Information; Exhibit 99.2 - Joint Filer Signatures

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.