

Vitacost.com, Inc.
Form 3
July 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	
KROGER CO			07/01/2014	Vitacost.com, Inc. [VITC]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1014 VINE STREET				(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
CINCINNATI, OH 45202-1100				<input type="checkbox"/> Officer	<input type="checkbox"/> Other (specify below)
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.00001 per share	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I	N/A <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Reporting Owners

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

Signatures

/s/ Christine S.
Wheatley 07/10/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Kroger Co. ("Kroger") and its direct wholly owned subsidiary, Vigor Acquisition Corp. ("Acquisition Sub"), entered into an Agreement and Plan of Merger, dated as of July 1, 2014 (the "Merger Agreement"), with Vitacost.com, Inc. ("Vitacost"), pursuant to which Acquisition Sub will commence a tender offer (the "Offer") to purchase all of the issued and outstanding shares of Common Stock, par value \$0.00001 per share, of Vitacost (the "Shares"), at a price per share of \$8.00 in cash, without interest. Upon successful completion of the Offer, and subject to the terms and conditions of the Merger Agreement, Acquisition Sub will be merged with and into Vitacost (the "Merger"). (Continued in Footnote 2)

(2) In connection with the Merger Agreement, Kroger and Acquisition Sub entered into tender and support agreements, dated as of July 1, 2014 (the "Tender and Support Agreements"), with Great Hill Equity Partners III, L.P., Great Hill Equity Partners IV, L.P., Great Hill Investors, LLC, Jeffrey Horowitz and JHH Capital, LLC, who agreed, subject to certain limited specified exceptions, to tender into the offer, and not withdraw, all Shares owned of record or beneficially owned or acquired by them after such date (the "Subject Shares"), to vote the Subject Shares in favor of the Merger and vote against alternative acquisition proposals to the Merger and to refrain from disposing of the Subject Shares. (Continued in Footnote 3)

(3) As of the date hereof, the Subject Shares include (i) 2,022,500 Shares beneficially owned by Jeffrey Horowitz, (ii) 3,049,013 Shares beneficially owned by JHH Capital, LLC; (iii) 19,489 Shares beneficially owned by Great Hill Investors, LLC; (iv) 4,398,828 Shares beneficially owned by Great Hill Equity Partners III, L.P.; and (v) 2,306,497 Shares beneficially owned by Great Hill Equity Partners IV, L.P.

(4) As Acquisition Sub is a direct wholly owned subsidiary of Kroger, and because Kroger and Acquisition Sub executed the Tender and Support Agreements, each of Kroger and Acquisition Sub (the "Reporting Persons") may be deemed to have acquired beneficial ownership over the Subject Shares for the purpose of determining its status as a ten percent holder thereof. However, as none of the Reporting Persons have any pecuniary interest in the Subject Shares, beneficial ownership over the Subject Shares is expressly disclaimed for reporting purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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