

KELLOGG CO  
Form 8-K  
May 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 16, 2011

**Kellogg Company**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4171**  
(Commission  
File Number)

**38-0710690**  
(IRS Employer  
Identification No.)

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**One Kellogg Square**

**Battle Creek, Michigan 49016-3599**

(Address of Principal executive offices, including Zip Code)

**(269) 961-2000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 16, 2011, Kellogg Company (the Company) priced an offering of 3.25% Senior Notes due 2018 (the Notes). In connection with such offering, the Company entered into an Underwriting Agreement, dated May 16, 2011 with Morgan Stanley & Co. Incorporated, Wells Fargo Securities, LLC and HSBC Securities (USA) Inc., as representatives of the several underwriters mentioned therein. The Notes were registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-159303) filed on May 18, 2009.

On May 17, 2011, the Company filed with the Securities and Exchange Commission a Prospectus Supplement dated May 16, 2011 in connection with the public offering of the Notes.

The Notes were issued on May 19, 2011 under an indenture, dated as of May 21, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by an Officers Certificate, dated May 19, 2011 (the Officers Certificate).

For a complete description of the terms and conditions of the Underwriting Agreement, the Notes and the Officers Certificate, please refer to the Prospectus Supplement and such documents, each of which is filed with this Form 8-K and incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant.**

The information set forth under Item 1.01 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

- Exhibit 1.1 Underwriting Agreement, dated May 16, 2011, by and among Kellogg Company, Morgan Stanley & Co. Incorporated, Wells Fargo Securities, LLC and HSBC Securities (USA) Inc.
- Exhibit 4.1 Officers Certificate of Kellogg Company (with form of 3.25% Senior Note due 2018).
- Exhibit 12.1 Calculation of Ratio of Earnings to Fixed Charges.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KELLOGG COMPANY**

Date: May 19, 2011

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General Counsel, Corporate  
Development and Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
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Exhibit 12.1	Calculation of Ratio of Earnings to Fixed Charges.