

KELLOGG CO  
Form 8-K  
May 12, 2016

**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 10, 2016**

**Kellogg Company**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-4171**  
**(Commission**

**File Number)**  
**One Kellogg Square**

**38-0710690**  
**(IRS Employer**

**Identification No.)**

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**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 10, 2016, Kellogg Company (the Company) priced an offering of 600,000,000 of 1.000% Senior Notes due 2024 (the Notes). In connection with the offering, the Company entered into an Underwriting Agreement, dated May 10, 2016, with Deutsche Bank AG, London Branch, Morgan Stanley & Co. LLC and Coöperatieve Rabobank U.A. (Rabobank), as representatives of the several underwriters mentioned therein. The Notes will be registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-209699) filed on February 25, 2016.

On May 11, 2016, the Company filed with the Securities and Exchange Commission a Prospectus Supplement dated May 10, 2016 in connection with the public offering of the Notes.

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

Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 1.1 Underwriting Agreement, dated May 10, 2016, with Deutsche Bank AG, London Branch, Morgan Stanley & Co. LLC and Coöperatieve Rabobank U.A. (Rabobank)

**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 12, 2016

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Vice Chairman, Corporate Development and  
Chief Legal Officer

**EXHIBIT INDEX**

Exhibit No.	Description
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