

KELLOGG CO
Form 8-K
May 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 17, 2017

Kellogg Company
(Exact name of registrant as specified in its charter)

Delaware 1-4171 38-0710690
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)
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 (see General Instruction A.2 below):

- 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))

Indicate by
check mark
whether the
registrant is
an emerging
growth
company as
defined in

Rule 405 of
the
Securities
Act of 1933
(§230.405 of
this chapter)
or Rule
12b-2 of the
Securities
Exchange
Act of 1934
(§240.12b-2
of this
chapter).

Emerging
growth o
company

If an
emerging
growth
company,
indicate by
check mark
if the
registrant
has elected
not to use
the extended
transition
period for
complying
with any
new or
revised
financial
accounting
standards
provided
pursuant to
Section
13(a) of the
Exchange
Act. o

Item 1.01. Entry into a Material Definitive Agreement.

On May 17, 2017, Kellogg Company (the “Company”) closed the offering of €600,000,000 of 0.800% Senior Notes due 2022 (the “Notes”). 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. 333-209699) filed on February 25, 2016.

On May 10, 2017, the Company filed with the Securities and Exchange Commission a Prospectus Supplement, dated May 9, 2017 (the “Prospectus Supplement”) in connection with the public offering of the Notes.

The Notes were issued on May 17, 2017 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 17, 2017 (the “Officers’ Certificate”).

For a complete description of the terms and conditions of the Notes and the Officers’ Certificate, please refer to the Prospectus Supplement and the copy of the Officers’ Certificate 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 4.1 Officers’ Certificate of Kellogg Company (with form of 0.800% Senior Notes due 2022).

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

/s/ Gary H. Pilnick

Date: May 17, 2017 Name: Gary H. Pilnick

Title: Vice Chairman, Corporate Development and Chief Legal Officer

Kellogg Company - Closing Form 8-K

EXHIBIT INDEX

Exhibit No. Description

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