

KELLOGG CO  
Form 8-K  
May 01, 2018

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): April 27, 2018

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 5.07. Submission of Matters to a Vote of Security Holders.

a) On April 27, 2018, Kellogg Company held its Annual Meeting of Shareowners.

b) Carter Cast, Zachary Gund, Jim Jenness and Don Knauss were re-elected for a three-year term.

Three matters were voted on at the 2018 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; and the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2018. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

| 1. Election of Directors | For         | Against   | Broker<br>Non-Votes |
|--------------------------|-------------|-----------|---------------------|
| Carter Cast              | 284,110,992 | 1,122,705 | 29,311,055          |
| Zachary Gund             | 283,863,312 | 1,370,385 | 29,311,055          |
| Jim Jenness              | 278,174,985 | 7,058,712 | 29,311,055          |
| Don Knauss               | 282,056,143 | 3,177,554 | 29,311,055          |

  

| 2. Advisory resolution to approve executive compensation | For         | Against    | Abstentions | Broker<br>Non-Votes |
|----------------------------------------------------------|-------------|------------|-------------|---------------------|
|                                                          | 269,832,684 | 14,138,358 | 1,262,655   | 29,311,055          |

  

| 3. Ratification of independent registered public accounting firm | For         | Against   | Abstentions |
|------------------------------------------------------------------|-------------|-----------|-------------|
|                                                                  | 310,360,841 | 3,749,133 | 434,778     |

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 1, 2018 /s/ Gary H. Pilnick  
Name: Gary H. Pilnick  
Title: Vice Chairman