

KELLOGG CO  
Form 8-K  
November 16, 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): November 15, 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 November 15, 2016, Kellogg Company (the Company ) closed the offering of \$600,000,000 of 2.650% Senior Notes due 2023 (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 November 8, 2016, the Company filed with the Securities and Exchange Commission a Prospectus Supplement dated November 7, 2016 in connection with the public offering of the Notes.

The Notes were issued on November 15, 2016 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 November 15, 2016 (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 Officer s 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 2.650% Senior Notes due 2023).

**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

Name: Gary H. Pilnick

Title: Vice Chairman, Corporate Development and Chief  
Legal Officer

Date: November 16, 2016

**EXHIBIT INDEX**

Exhibit No.	Description
Exhibit 4.1	Officers Certificate of Kellogg Company (with form of 2.650% Senior Notes due 2023).