

KELLOGG CO
Form 8-K
April 25, 2012

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): April 20, 2012

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

a) On April 20, 2012, Kellogg Company held its Annual Meeting of Shareowners.

b) Benjamin Carson, John Dillon, James Jenness and Donald Knauss were re-elected for a three-year term. Five matters were voted on at the 2012 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2012; a Shareowner proposal to repeal the classified board; and a Shareowner proposal to adopt simple majority vote. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

| 1. Election of Directors | For | Withheld | Broker Non-Votes | |
|---|-------------|-----------------|-------------------------|-------------------------|
| Benjamin Carson | 276,771,349 | 3,464,513 | 31,074,683 | |
| John Dillon | 274,677,765 | 5,558,097 | 31,074,683 | |
| James Jenness | 270,791,267 | 9,444,595 | 31,074,683 | |
| Donald Knauss | 275,755,249 | 2,280,613 | 31,074,683 | |
| 2. Advisory resolution to approve executive compensation | For | Against | Abstentions | Broker Non-Votes |
| | 271,154,232 | 7,988,369 | 1,093,261 | 31,074,683 |
| 3. Ratification of independent registered public accounting firm | | For | Against | Abstentions |
| | | 308,918,351 | 2,049,552 | 342,642 |
| 4. Shareowner proposal to repeal the classified board | For | Against | Abstentions | Broker Non-Votes |
| | 132,644,235 | 146,815,449 | 776,178 | 31,074,683 |
| 5. Shareowner proposal to adopt simple majority vote | For | Against | Abstentions | Broker Non-Votes |
| | 117,339,540 | 162,152,121 | 744,201 | 31,074,683 |

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

Date: April 25, 2012