

KELLOGG CO  
Form 8-K  
May 10, 2018

**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 7, 2018**

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

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 7, 2018, Kellogg Company (the Company ) priced an offering of \$400,000,000 of 3.250% Senior Notes due 2021 and \$600,000,000 of 4.300% Senior Notes due 2028 (collectively, the Notes ). In connection with such offering, the Company entered into an Underwriting Agreement, dated as of May 7, 2018 (the Underwriting Agreement ) with Citigroup Global Markets Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, 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 8, 2018, the Company filed with the Securities and Exchange Commission a Prospectus Supplement, dated as of May 7, 2018 (the Prospectus Supplement ) 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 7, 2018, by and among Kellogg Company, Citigroup Global Markets Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC.
- Exhibit 12.1 Calculation of Ratio of Earnings to Fixed Charges.

**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: May 10, 2018