

KELLOGG CO  
Form 8-K  
March 08, 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): March 7, 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 March 7, 2016, Kellogg Company (the Company) closed the offerings of \$750,000,000 of 3.250% Senior Notes due 2026 and \$650,000,000 of 4.500% Senior Debentures due 2046 (collectively, 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 February 26, 2016, the Company filed with the Securities and Exchange Commission a Prospectus Supplement dated February 25, 2016 in connection with the public offering of the Notes.

The Notes were issued on March 7, 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 March 7, 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 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 8.01. Other Events**

On March 7, 2016, the Company issued a press release announcing that the financing condition related to the previously announced cash tender offer for up to \$440 million of its outstanding 7.45% Debentures due 2031 has been satisfied by the Company's issuance of the Notes. A copy of the press release announcing the satisfaction of the financing condition is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 4.1 Officers Certificate of Kellogg Company (with form of 3.250% Senior Notes due 2026 and 4.500% Senior Debentures due 2046).

Exhibit 99.1 Press Release dated March 7, 2016

**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: March 8, 2016

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Vice Chairman, Corporate Development and Chief  
Legal Officer

**EXHIBIT INDEX**

Exhibit No.	Description
Exhibit 4.1	Officers Certificate of Kellogg Company (with form of 3.250% Senior Notes due 2026 and 4.500% Senior Debentures due 2046).
Exhibit 99.1	Press Release dated March 7, 2016