

KELLOGG CO
Form 8-K
December 15, 2017

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): December 15, 2017

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 15, 2017, the Board of Directors (the "Board") of Kellogg Company ("Kellogg") approved amendments to Article II, Section 4 of the Bylaws (as amended and restated, the "Bylaws") of Kellogg to provide for a majority voting standard in uncontested director elections. The amendment and restatement of the Bylaws was effective immediately upon the Board's approval.

The foregoing description of the amendments is not complete and is qualified in its entirety by reference to the Bylaws, a copy of which is attached hereto as Exhibit 3.1 to this report and is incorporated herein by reference.

Item 8.01. Other Events.

On December 15, 2017, the Board also approved updates to Kellogg's Corporate Governance Guidelines in order to implement the majority voting standard. The amended and restated Corporate Governance Guidelines may be found on the Kellogg website at www.kelloggcompany.com under "Investor Relations", then "Corporate Governance."

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 3.1 Bylaws of Kellogg Company

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: December 15, 2017 /s/ Gary H. Pilnick
Name: Gary H. Pilnick
Title: Vice Chairman