

KELLOGG CO
Form 8-K
May 01, 2018

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): April 27, 2018

Kellogg Company
(Exact name of registrant as specified in its charter)

Delaware	1-4171	38-0710690
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer 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 5.07. Submission of Matters to a Vote of Security Holders.

a) On April 27, 2018, Kellogg Company held its Annual Meeting of Shareowners.

b) Carter Cast, Zachary Gund, Jim Jenness and Don Knauss were re-elected for a three-year term.

Three matters were voted on at the 2018 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; and the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2018. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

1. Election of Directors	For	Against	Broker Non-Votes
Carter Cast	284,110,992	1,122,705	29,311,055
Zachary Gund	283,863,312	1,370,385	29,311,055
Jim Jenness	278,174,985	7,058,712	29,311,055
Don Knauss	282,056,143	3,177,554	29,311,055

2. Advisory resolution to approve executive compensation	For	Against	Abstentions	Broker Non-Votes
	269,832,684	14,138,358	1,262,655	29,311,055

3. Ratification of independent registered public accounting firm	For	Against	Abstentions
	310,360,841	3,749,133	434,778

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: May 1, 2018 /s/ Gary H. Pilnick
Name: Gary H. Pilnick
Title: Vice Chairman