

KELLOGG CO
Form 8-K
April 28, 2015

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 24, 2015

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 24, 2015, Kellogg Company held its Annual Meeting of Shareowners.

b) Benjamin Carson, John Dillon, Zachary Gund, Jim Jenness, and Don Knauss were re-elected for a three-year term.

Four matters were voted on at the 2015 Annual Meeting: the re-election of the five 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 2015; 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 | 278,685,397 | 6,630,041 | 32,880,266 |
| John Dillon | 278,786,588 | 6,528,850 | 32,880,266 |
| Zachary Gund | 283,034,321 | 2,281,117 | 32,880,266 |
| Jim Jenness | 275,572,385 | 9,743,053 | 32,880,266 |
| Don Knauss | 278,389,613 | 6,925,825 | 32,880,266 |

| | For | Against | Abstentions | Broker Non-Votes |
|--|-------------|----------------|--------------------|-----------------------------|
| 2. Advisory resolution to approve executive compensation | 274,512,878 | 9,317,348 | 1,485,212 | 32,880,266 |

| | For | Against | Abstentions |
|--|-------------|----------------|--------------------|
| 3. Ratification of independent registered public accounting firm | 315,495,409 | 2,210,620 | 489,675 |

| | For | Against | Abstentions | Broker Non-Votes |
|--|-------------|----------------|--------------------|-----------------------------|
| 4. Shareowner proposal to adopt Simple majority vote | 124,943,643 | 159,199,124 | 1,172,671 | 32,880,266 |

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: April 28, 2015

/s/ Gary H. Pilnick
Name: Gary H. Pilnick
Title: Senior Vice President, General Counsel, Corporate
Development and Secretary