

KELLOGG CO  
Form 8-K  
December 04, 2009

**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): December 4, 2009

**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 8.01. Other Events**

On December 4, 2009, Kellogg Company issued a press release announcing the expiration and final results of its previously announced cash tender offer for up to \$500,000,000 aggregate principal amount of its 6.60% Notes due 2011 (the 2011 Notes ), specified in its Offer to Purchase dated October 28, 2009, and amended by the press releases issued by Kellogg Company on November 11 and 19, 2009. The tender offer expired at 5:00 p.m. New York City Time on December 3, 2009. Kellogg Company received tenders of \$482,167,000 aggregate principal amount of the 2011 Notes. Kellogg Company has accepted all of these notes. A copy of the press release announcing the expiration is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 99.1 Press Release dated December 4, 2009

**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 4, 2009

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

**EXHIBIT INDEX**

| Exhibit No.  | Description                          |
|--------------|--------------------------------------|
| Exhibit 99.1 | Press Release dated December 4, 2009 |