

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.

<b>1. Election of Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>	
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	

  

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

  

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	
3. Ratification of independent registered public accounting firm	315,495,409	2,210,620	489,675	

  

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
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