

KELLOGG CO  
Form 8-K  
April 30, 2014

**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 25, 2014

**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 25, 2014, Kellogg Company held its Annual Meeting of Shareowners.

b) John Bryant, Stephanie Burns, La June Montgomery Tabron, and Rogelio Rebolledo were re-elected for a three-year term.

Six matters were voted on at the 2014 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; a management proposal to declassify the board; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2014; a Shareowner proposal requesting a human rights report; 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>	
John Bryant	280,739,628	2,841,907	32,343,904	
Stephanie Burns	280,117,856	3,463,782	32,343,904	
La June Montgomery Tabron	281,034,581	2,547,057	32,343,904	
Rogelio Rebolledo	280,836,025	2,745,613	32,343,904	
<b>2. Advisory resolution to approve executive compensation</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	270,971,244	10,494,898	2,115,496	32,343,904
<b>3. Management proposal to declassify the board</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	176,301,019	106,288,107	992,512	32,343,904
<b>4. Ratification of independent registered public accounting firm</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	312,070,713	3,288,897	565,932	
<b>5. Shareowner proposal requesting a human rights report</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	47,499,954	202,481,537	33,600,147	32,343,904
<b>6. Shareowner proposal to adopt Simple majority vote</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	119,863,729	162,627,358	1,090,551	32,343,904

**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 30, 2014

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