

KELLOGG CO  
Form 8-K  
May 04, 2016

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 29, 2016

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

Delaware                                      1-4171                      38-0710690  
(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)                      File Number)      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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

a) On April 29, 2016, Kellogg Company held its Annual Meeting of Shareowners.

b) Mary Laschinger, Cynthia Milligan, Carolyn Tastad, and Noel Wallace were re-elected for a three-year term.

Five matters were voted on at the 2016 Annual Meeting: the re-election of the four 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 2016; a Shareowner proposal to recognize Kellogg's efforts regarding animal welfare; 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	
Mary Laschinger	280,199,416	3,985,900	30,983,357	
Cynthia Milligan	282,764,074	1,421,242	30,983,357	
Carolyn Tastad	282,268,948	1,916,368	30,983,357	
Noel Wallace	282,974,118	1,211,198	30,983,357	

  

2. Advisory resolution to approve executive compensation	For	Against	Abstentions	Broker Non-Votes
	277,789,453	5,260,628	1,135,235	30,983,357

  

3. Ratification of independent registered public accounting firm	For	Against	Abstentions
	312,434,901	2,315,810	417,962

  

4. Shareowner proposal to recognize Kellogg's efforts regarding animal welfare	For	Against	Abstentions
	302,141,341	5,581,676	7,445,656

  

5. Shareowner proposal to adopt simple majority vote	For	Against	Abstentions	Broker Non-Votes
	116,447,551	166,704,727	1,033,038	30,983,357

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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 4, 2016 /s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Vice Chairman, Corporate Development and Chief Legal Officer