

KELLOGG CO
Form 8-K
April 30, 2019

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 26, 2019

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

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

Indicate by
check mark
whether the
registrant is
an emerging
growth
company as
defined in

Rule 405 of
the
Securities
Act of 1933
(§230.405 of
this chapter)
or Rule
12b-2 of the
Securities
Exchange
Act of 1934
(§240.12b-2
of this
chapter).

Emerging
growth o
company

If an
emerging
growth
company,
indicate by
check mark
if the
registrant
has elected
not to use
the extended
transition
period for
complying
with any
new or
revised
financial
accounting
standards
provided
pursuant to
Section
13(a) of the
Exchange
Act. o

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

a) On April 26, 2019, Kellogg Company held its Annual Meeting of Shareowners.

b) Rod Gillum, Mary Laschinger, Erica Mann and Carolyn Tastad were re-elected for a three-year term.

Four matters were voted on at the 2019 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 ("PwC") as the Company's independent registered public accounting firm for fiscal year 2019; and a shareowner proposal to repeal the classified board.

The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

1. Election of Directors	For	Against	Abstentions	Broker Non-Votes
1a. Rod Gillum	275,722,140	1,273,163	1,044,514	29,136,041
1b. Mary Laschinger	271,300,093	5,741,965	997,759	29,136,041
1c. Erica Mann	275,783,721	1,223,413	1,032,683	29,136,041
1d. Carolyn Tastad	275,763,435	1,280,217	996,165	29,136,041
2. Advisory resolution to approve executive compensation	For 262,555,507	Against 13,729,803	Abstentions 1,754,507	Broker Non-Votes 29,136,041
3. Ratification of PwC as the Company's independent registered public accounting firm	For 299,291,880	Against 6,567,039	Abstentions 1,316,939	
4. Shareowner proposal to repeal classified board	For 164,711,334	Against 100,424,457	Abstentions 12,899,825	Broker Non-Votes 29,140,242

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, 2019 /s/ Gary H. Pilnick
Name: Gary H. Pilnick
Title: Vice Chairman