

KELLOGG CO  
Form 8-K  
February 22, 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): February 21, 2019

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))

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

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On February 21, 2019 the Board of Directors of Kellogg Company (the “Company”) elected Erica Mann as a director. Ms. Mann’s initial term expires at the 2019 annual meeting of shareowners. Ms. Mann will join the Audit Committee.

On February 21, 2019, the Board of Directors also elected Roderick Gillum as a director. Mr. Gillum’s initial term expires at the 2019 annual meeting of shareowners. Mr. Gillum will join the Social Responsibility and Public Policy Committee and the Manufacturing Committee.

Ms. Mann’s and Mr. Gillum’s compensation will be similar to other non-employee directors of the Company, which is described in the Company’s proxy statement filed with the SEC on March 7, 2018.

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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: February 22, 2019

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Vice Chairman