

KELLOGG CO  
Form 8-K  
May 22, 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): May 22, 2014**

**Kellogg Company**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-4171**  
**(Commission**

**File Number)**  
**One Kellogg Square**

**38-0710690**  
**(IRS Employer**

**Identification No.)**

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**Battle Creek, Michigan 49016-3599**

**(Address of Principal executive offices, including Zip Code)**

**(Registrant's telephone number, including area code) (269) 961-2000**

**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 1.01. Entry into a Material Definitive Agreement.**

On May 13, 2014, Kellogg Canada Inc. (the Issuer ), a wholly-owned subsidiary of Kellogg Company (the Company ), priced an offering of Cdn.\$300,000,000 of 2.05% senior notes due May 23, 2017 (the Notes ) pursuant to a Canadian private placement. The notes are denominated in Canadian Dollars, are senior unsecured obligations of the Issuer and are fully and unconditionally guaranteed by the Company.

In connection with the offering, the Issuer entered into an Agency Agreement, dated May 13, 2014, together with the Company and TD Securities Inc., Merrill Lynch Canada Inc. and HSBC Securities (Canada) Inc. (collectively, the Agents ), pursuant to which the Agents agreed to use their reasonable best efforts to solicit offers from purchasers to purchase the Notes. In addition, the Company and the Issuer agreed to indemnify the Agents against certain liabilities in connection with the offering.

The Notes were issued on May 22, 2014 under an indenture, dated as of May 22, 2012 (the Indenture ), among the Issuer, the Company, and BNY Trust Company of Canada and The Bank of New York Mellon Trustee Company, N.A., as trustees, as supplemented by the first supplemental indenture to the Indenture, dated as of May 22, 2012, and the second supplemental indenture to the Indenture, dated May 22, 2014 (the Second Supplemental Indenture ). The Notes were sold only to accredited investors in Canada in compliance with Regulation S under the Securities Act of 1933, as amended (the Securities Act ) and will not be registered under the Securities Act.

For a complete description of the terms and conditions of the Notes, please refer to the Second Supplemental Indenture, which is filed with this Form 8-K and incorporated herein by reference.

Certain of the Agents and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses.

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant.**

The information set forth under Item 1.01 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 4.1 Second Supplemental Indenture, dated as of May 22, 2014, among Kellogg Canada Inc., Kellogg Company, and BNY Trust Company of Canada and The Bank of New York Mellon Trustee Company, N.A., as trustees.

**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 22, 2014

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General Counsel,  
Corporate Development and Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
Exhibit 4.1	Second Supplemental Indenture, dated as of May 22, 2014, among Kellogg Canada Inc., Kellogg Company, and BNY Trust Company of Canada and The Bank of New York Mellon Trustee Company, N.A., as trustees.