

KELLOGG CO
Form DEFA14A
March 08, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-11(c) or §240.14a-12

KELLOGG COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth
(3) the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

IMPORTANT NOTICE Regarding the Availability of Proxy Materials for the Shareowner Meeting to Be Held on April 28, 2017

KELLOGG COMPANY

Meeting Information

Meeting

Type Annual Meeting

For

holders
as of March 1, 2017

of:

Date: April

28,

Time: 1:00 p.m., ET
2017

Location: McCamly Plaza

Hotel

50 Capital Avenue SW

Battle Creek, MI 49017

New for the 2017 Annual Meeting, you must register to attend the meeting in person; information is available in the Proxy Statement.

Listen to live webcast on <http://investor.kelloggs.com>.

POST OFFICE BOX 3599
ONE KELLOGG SQUARE
BATTLE CREEK, MI 49016-3599

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this
notice to obtain proxy
materials and voting
instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. NOTICE AND PROXY STATEMENT
2. ANNUAL REPORT/10-K

How to View Online:

Have the information that is printed in the box marked by the arrowà (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrowà (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 14, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Ballots will be available to shareowners attending the live meeting. To request an attendance ticket, go to the "Register for Meeting" link at www.proxyvote.com. Please check the meeting materials for any special requirements for meeting attendance. To obtain directions to the Annual Meeting, please contact Investor Relations at (269) 961-2800 or at investor.relations@kellogg.com. At the Annual Meeting you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrowà (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Shareholder Meeting Registration: To vote and/or attend the meeting, go to the "Register for Meeting" link at www.proxyvote.com.

Voting
Items

The Board of Directors recommends a vote FOR each of the nominees for director in Proposal 1.

1. Election of Directors (term expires 2020)

Nominees:

01) John Bryant 03) Richard Dreiling

02) Stephanie Burns 04) La June Montgomery Tabron

The Board of Directors recommends a vote FOR Proposals 2, 4 and 5.

2. Advisory resolution to approve executive compensation.

4. Ratification of the appointment of PricewaterhouseCoopers LLP as Kellogg's independent registered public accounting firm for fiscal year 2017.

5. Approval of the Kellogg Company 2017 Long-Term Incentive Plan.

The Board of Directors recommends a vote of 1 YEAR on Proposal 3.

3. Advisory vote on the frequency of holding an advisory vote on executive compensation.

The Board of Directors recommends a vote AGAINST Proposal 6.

6. Shareowner proposal, if properly presented at the meeting, to amend proxy access.

NOTE: Also includes authorization of the named proxies to vote in their discretion upon such other business as may properly come before the meeting or any adjournment or postponement thereof.