

KELLOGG CO  
Form 8-K  
April 30, 2013

**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): April 26, 2013**

**Kellogg Company**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-4171**  
**(Commission**  
  
**File Number)**

**38-0710690**  
**(IRS Employer**  
  
**Identification No.)**

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**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:

- .. 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 26, 2013, Kellogg Company held its Annual Meeting of Shareowners.

b) Gordon Gund, Mary Laschinger, Ann McLaughlin Korologos and Cynthia Milligan were re-elected for a three-year term.

Five matters were voted on at the 2013 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; approval of the Kellogg Company 2013 Long-Term Incentive Plan; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2013; 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.

<b>1. Election of Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>	
Gordon Gund	283,465,469	5,482,127	36,077,043	
Mary Laschinger	287,319,620	1,627,976	36,077,043	
Ann McLaughlin Korologos	271,692,412	17,255,184	36,077,043	
Cynthia Milligan	287,003,345	1,944,251	36,077,043	
	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
2. Advisory resolution to approve executive compensation	276,352,883	10,713,068	1,881,645	36,077,043
	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
3. Approval of the Kellogg Company 2013 Long-Term Incentive Plan	263,123,845	24,948,649	875,102	36,077,043
	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	
4. Ratification of independent registered public accounting firm	322,577,417	1,912,181	535,041	
	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
5. Shareowner proposal to repeal classified board	149,855,663	138,028,830	1,063,103	36,077,043

**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, 2013

/s/ Gary H. Pilnick  
Name: Gary H. Pilnick  
Title: Senior Vice President, General Counsel, Corporate  
Development and Secretary