

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

In connection with the recent CEO succession announcement and in recognition for their contributions to Kellogg Company (the “Company”) and the importance of leadership continuity, the independent members of the Board of Directors granted performance-based restricted stock units (the “Awards”) to Paul Norman, President, Kellogg North America (11,910 units); Gary Pilnick, Vice Chairman (10,660 units); and Chris Hood, President, Kellogg Europe (8,540 units). The Awards will vest in full on the second anniversary of the grant date, but only if the Company exceeds a minimum fully diluted earnings per share threshold measured on a cumulative basis commencing at the beginning of the fourth quarter of fiscal 2017 and ending at the end of the third quarter of fiscal 2019. If vested, the Awards are paid in shares at the end of the performance period, except for amounts withheld by the Company for minimum statutory withholding requirements. Dividends are not paid on unvested Awards.

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: October 6, 2017 /s/ Gary H. Pilnick
Name: Gary H. Pilnick
Title: Vice Chairman