

Section 1: 8-K (8-K)

**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): July 29, 2019

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.)

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.25 par value per share	K	New York Stock Exchange
1.750% Senior Notes due 2021	K 21	New York Stock Exchange
0.800% Senior Notes due 2022	K 22A	New York Stock Exchange
1.000% Senior Notes due 2024	K 24	New York Stock Exchange
1.250% Senior Notes due 2025	K 25	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth 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.

Item 8.01. Other Events

As previously announced, on March 31, 2019, Kellogg Company (“Kellogg” or the “Company”) and Ferrero International S.A. (“Ferrero”) entered into a stock and asset purchase agreement, pursuant to which, subject to the satisfaction or waiver of certain conditions, Ferrero agreed to acquire from Kellogg selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses (such transaction, the “Transaction”).

On July 29, 2019, the Company issued a press release announcing the completion of the Transaction. The full text of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

The completion of the Transaction also satisfied the related condition to the Company’s previously announced cash tender offers for (1) any and all of its outstanding 4.150% Senior Notes due 2019 and (2) up to \$500 million combined aggregate principal amount of its outstanding 4.000% Senior Notes due 2020, 3.250% Senior Notes due 2021, its 2.650% Senior Notes due 2023, and its 3.400% Senior Notes due 2027.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit 99.1 [Press Release dated July 29, 2019](#)

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: July 29, 2019

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Vice Chairman

[\(Back To Top\)](#)

Section 2: EX-99 (EXHIBIT 99)

Exhibit 99.1



Kellogg Company
Financial News Release

Analyst Contact:
John Renwick, CFA (269) 961-9050

Media Contact:
Kris Bahner (269) 961-3799

Kellogg Company Closes Sale of Keebler Cookies and Related Businesses to Ferrero

BATTLE CREEK, Mich. -- July 29, 2019 -- Kellogg Company (NYSE: K) announced today that it has closed the sale of Keebler cookies and other selected businesses to the Ferrero Group and its related companies.

"This sale strengthens our ability to focus on the areas of our business with the biggest growth opportunities, which is a key component of our Deploy for Growth Strategy," said Steve Cahillane, Kellogg's Chairman and CEO.

The divestiture represents a portion of Kellogg's North America snacking business. Specifically, it includes select cookies businesses, including brands like Keebler®, Mother's®, Famous Amos®, Murray's®, and Murray's Sugar Free®, as well as cookies manufactured for Girl Scouts of the United States of America. It also includes its Kellogg's Fruity Snacks fruit-flavored snacks, Stretch Island fruit Strips, pie crusts, and ice cream cones businesses.

Kellogg retains the rest of its North America snacking businesses, including its crackers, salty snacks, wholesome snacks, and toaster pastries brands.

"On behalf of the entire Kellogg family, I'd like to thank our departing colleagues for their many contributions to our business over the years," said Cahillane. "We wish them the very best as they embark on an exciting future."

The cash transaction is valued at \$1.3 billion, and includes brands and assets primarily related to these businesses.

About Kellogg Company

At Kellogg Company (NYSE: K), we strive to enrich and delight the world through foods and brands that matter. Our beloved brands include *Pringles*®, *Cheez-It*®, *Special K*®, *Kellogg's Frosted Flakes*®, *Pop-Tarts*®, *Kellogg's Corn Flakes*®, *Rice Krispies*®, *Eggo*®, *Mini-Wheats*®, *Kashi*®, *RXBAR*® and more. Net sales in 2018 were approximately \$13.5 billion, comprised principally of snacks and convenience foods like cereal and frozen foods. Kellogg brands are beloved in markets around the world. We are also a company with Heart & Soul, committed to creating *Better Days* for 3 billion people by the end of 2030 through our *Kellogg's® Better Days* global purpose platform. Visit www.KelloggCompany.com or www.OpenforBreakfast.com.

[\(Back To Top\)](#)