

KELLOGG CO  
Form 8-K  
July 12, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 10, 2017

Kellogg Company  
(Exact name of registrant as specified in its charter)

Delaware                                      1-4171                                      38-0710690  
(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)                      File Number)      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))

Indicate by  
check mark  
whether the  
registrant is  
an emerging  
growth  
company as  
defined in

Rule 405 of  
the  
Securities  
Act of 1933  
(§230.405 of  
this chapter)  
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 1.01. Entry into a Material Definitive Agreement.

On July 10, 2017, Kellogg Funding Company, LLC entered into an amendment (the “Amendment”) to its previously disclosed Receivables Purchase Agreement, dated July 13, 2016, as subsequently amended, among Kellogg Business Services Company, as servicer, Coöperatieve Rabobank U.A., New York Branch, as purchaser and administrative agent, and each of the other purchasers party thereto. The Amendment extends the scheduled termination date of the receivables securitization program to July 12, 2018.

For a complete description of the terms and conditions of the modifications to the receivables securitization program, please refer to the Amendment, which is filed with this Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information in Item 1.01 with respect to the Amendment is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits  
(d) Exhibits.

Exhibit 10.1 Third Amendment to Receivables Purchase Agreement, dated as of July 10, 2017, among Kellogg Funding Company, LLC, Kellogg Business Services Company, Coöperatieve Rabobank U.A., New York Branch and each of the other purchasers party thereto

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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

/s/ Fareed Khan

Date: July 12, 2017      Name: Fareed  
   Khan

Title: Senior Vice President and Chief Financial  
Officer

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EXHIBIT INDEX

| Exhibit<br>No.  | Description   |
|-----------------|---|
| Exhibit<br>10.1 | Third Amendment to Receivables Purchase Agreement, dated as of July 10, 2017, among Kellogg Funding Company, LLC, Kellogg Business Services Company, Coöperatieve Rabobank U.A., New York Branch and each of the other purchasers party thereto |