KELLOGG CO
Form 8-K
December 03, 2007

**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): **November 28, 2007**
**KELLOGG COMPANY**
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| **Delaware** | **1-4171** | **38-0710690** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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:**

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 28, 2007, Kellogg Company (the Company ) priced an offering of 5.125% Senior Notes due December 3, 2012 (the Notes ). In connection with such offering, the Company entered into an Underwriting Agreement on November 28, 2007 with J.P. Morgan Securities Inc., Barclays Capital Inc. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters. The Notes were registered under the Securities Act of 1933, as amended, pursuant to the Company s Registration Statement on Form S-3 (File No. 333-72312) filed on October 26, 2001.

The Notes are issued under an indenture, dated as of March 15, 2001, between the Company and The Bank of New York Trust Company, N.A. (successor to BNY Midwest Trust Company), as trustee, as supplemented by an Officers Certificate, dated December 3, 2007 (the Officers Certificate ).

On November 29, 2007, the Company filed with the Securities and Exchange Commission a Prospectus Supplement dated November 28, 2007 in connection with the public offering of the Notes.

For a complete description of the terms and conditions of the Underwriting Agreement, the Notes and the Officers Certificate, please refer to such documents, each of which is filed with this Form 8-K and incorporated herein by reference.

**Item 1.02. Termination of a Material Definitive Agreement.**

As contemplated by the terms of the agreement and in connection with the closing of the offering of the Notes, the commitments of the lender under the Company's unsecured 364-Day Credit Agreement (the 364-Day Facility ) with JPMorgan Chase Bank, N.A., as Lender and Administrative Agent, dated as of June 13, 2007, will be permanently reduced to zero. Information with respect to the 364-Day Facility is set forth in the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 13, 2007 and is incorporated herein by reference. No amounts were outstanding under the 364-Day Facility and no penalties were incurred by the Company in connection with the reduction in commitments.

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant.**

The information set forth under Item 1.01 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this Form 8-K:

| Exhibit No. | Document |
|---|---|
| 1.1 | Underwriting Agreement, dated November 28, 2007, by and among Kellogg Company, J.P. Morgan Securities Inc., Barclays Capital Inc. and SunTrust Robinson Humphrey, Inc. |
| 4.1 | Officers Certificate of Kellogg Company (with form of 5.125% Senior Note due December 3, 2012) |
| 12.1 | Calculation of Ratio of Earnings to Fixed Charges |

**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/ Gary H. Pilnick

By: Gary H. Pilnick
Its: Senior Vice President, General Counsel,
Corporate Development and Secretary

Date: December 3, 2007