

Section 1: 10-K (10-K)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 28, 2019

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For The Transition Period From _____ To _____
Commission file number 1-4171

Kellogg Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation
or organization)

38-0710690
(I.R.S. Employer Identification No.)

**One Kellogg Square
Battle Creek, Michigan 49016-3599**

(Address of Principal Executive Offices)

Registrant's telephone number: (269) 961-2000

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

Securities registered pursuant to Section 12(g) of the Securities Act: None

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant (assuming for purposes of this computation only that the W. K. Kellogg Foundation Trust, directors and executive officers may be affiliates) as of the close of business on June 29, 2019 was approximately \$14.7 billion based on the closing price of \$53.57 for one share of common stock, as reported for the New York Stock Exchange on that date.

As of January 25, 2020, 342,054,365 shares of the common stock of the registrant were issued and outstanding.

Parts of the registrant's Proxy Statement for the Annual Meeting of Shareowners to be held on April 24, 2020 are incorporated by reference into Part III of this Report.

PART I

ITEM 1. BUSINESS

The Company. Kellogg Company, founded in 1906 and incorporated in Delaware in 1922, and its subsidiaries are engaged in the manufacture and marketing of ready-to-eat cereal and convenience foods.

The address of the principal business office of Kellogg Company is One Kellogg Square, P.O. Box 3599, Battle Creek, Michigan 49016-3599. Unless otherwise specified or indicated by the context, “Kellogg,” “we,” “us” and “our” refer to Kellogg Company, its divisions and subsidiaries.

Financial Information About Segments. Information on segments is located in Note 17 within Notes to the Consolidated Financial Statements.

Principal Products. Our principal products are snacks, such as crackers, savory snacks, toaster pastries, cereal bars, granola bars and bites; and convenience foods, such as, ready-to-eat cereals, frozen waffles, veggie foods and noodles. These products were, as of February 24, 2020, manufactured by us in 21 countries and marketed in more than 180 countries. They are sold to retailers through direct sales forces for resale to consumers. We use broker and distributor arrangements for certain products and channels, as well as less-developed market areas or in those market areas outside of our focus.

Our snacks brands are marketed under brands such as **Kellogg’s, Cheez-It, Pringles, Austin, Parati, and RXBAR**. Our cereals and cereal bars are generally marketed under the **Kellogg’s** name, **with some under the Kashi and Bear Naked brands**. Our frozen foods are marketed under the **Eggo and Morningstar Farms brands**.

We also market crackers, crisps, and other convenience foods, under brands such as **Kellogg’s, Cheez-It, Pringles, and Austin**, to supermarkets in the United States through a variety of distribution methods.

Additional information pertaining to the relative sales of our products for the years 2017 through 2019 is located in Note 17 within Notes to the Consolidated Financial Statements, which are included herein under Part II, Item 8.

Corporate responsibility and sustainability. Climate change and food security are core business issues for Kellogg to ensure the long-term health and viability of the ingredients we use in our products. The Social Responsibility & Public Policy Committee of our Board of Directors oversees the company's sustainability efforts and climate policy. At the executive level, environmental and social issues in our supply chain are overseen by our Chief Sustainability Officer and are aligned and included in parallel work streams within internal audit and our Audit Committee. Policies and strategies regarding these topics are aligned in the organization's lobbying, advocacy, and membership efforts. In multi-stakeholder initiatives, Kellogg partners with suppliers, customers, governments and non-governmental organizations, including the World Business Council for Sustainable Development and the Consumer Goods Forum.

Kellogg Company relies on natural capital including energy for product manufacturing and distribution, water as an ingredient, for facility cleaning and steam power, and food crops and commodities as an ingredient. These natural capital dependencies are at risk of shortage, price volatility, regulation, and quality impacts due to climate change which is assessed as part of Kellogg's overall enterprise risk management approach. Specific risks including water stress and social accountability are specifically identified and assessed on a regular basis, especially in emerging market expansion that fuels company growth. Due to these risks, Kellogg has implemented major short- and long-term initiatives to mitigate and adapt to these environmental pressures, as well as the resulting challenge of food security.

Global sustainability commitments. Kellogg has committed to improving efficiency in its owned manufacturing footprint by reducing water use, total waste, energy use, and greenhouse gas (GHG) emissions by 15% per metric tonne of food produced by the end of 2020 from a 2015 baseline. We will report 2019 energy, GHG, and water use reductions in our 2019/2020 Corporate Responsibility Report. The goal is to reduce the risk of disruptions from unexpected constraints in natural resource availability or impacts on raw material pricing. Additionally, Kellogg is committed to implement water reuse projects in at least 25% of our plants by the end of 2020 from a 2015 baseline, with a specific focus on plants located in water stressed areas. Kellogg has committed to responsibly sourcing our ten priority ingredients as determined by environmental, social, and business risk by the end of 2020 by partnering with suppliers and farmers to measure continuous improvement. In addition, Kellogg established third-party approved science-based targets to reduce absolute Scope 1 and 2 greenhouse emissions by 65% and Scope 3

greenhouse emissions by 50% by 2050 from a 2015 baseline. Through these commitments, Kellogg supports the United Nations Sustainable Development Goal #13 to take urgent action to combat climate change and its impacts.

Through December 29, 2018, the manufacturing organization led sustainability efforts that resulted in a reduction in water use by 13.4%, energy use by 9.4%, and GHG emissions by 12.9% per metric tonne of food produce compared to our 2015 baseline. In 2018, we reduced absolute Scope 1 and 2 emissions by 5.8% versus the previous year. In September 2017, Kellogg joined RE100, an industry platform working together towards 100% renewable electricity. Increasing our use of renewable electricity will lower business risk and reduce GHG emissions. In 2018, we sourced 23% of our electricity from renewable sources. While we have made progress to date, our ability to reduce energy use has been slower than expected. As our company continues to look for opportunities to optimize our production network, invest in small-size on-the-go foods packaged for immediate consumption, and invest in emerging markets, more energy may be needed to produce food for our changing portfolio.

Food Loss and Waste: As a global food company, Kellogg is committed to addressing the critical issues of climate and food security, and we're committed to address food loss and waste. Kellogg supports the United Nations Sustainable Development Goal (SDG) 12.3, to halve per capita global food waste at the retail and consumer levels and reduce food losses along production and supply chains, including post-harvest losses, by 2030. Kellogg has joined Champions 12.3, a coalition of executives from governments, businesses, international organizations, research institutions, farmer groups, and civil society dedicated to inspiring ambition, mobilizing action, and accelerating progress toward achieving SDG Target 12.3 by 2030. These goals are aligned with Kellogg commitments to reduce waste, with a focus on food waste across our end-to-end supply chain. And through our global signature cause platform, Better Days™ we're donating food for hunger relief that may otherwise go to waste.

Better Days: In 2016, this global social purpose platform expanded with the intent to contribute to food security - aligned to United Nations Sustainable Development Goal #2 (SDG 2): End hunger, achieve food security and improved nutrition, and promote sustainable agriculture. The goal of the program is to create 3 billion Better Days by 2025 to address food security risks that can impact the Company as well as create opportunity to engage consumers. The Company's five key commitments include food donations, expansion of breakfast clubs, supporting 500,000 farmers, committing to 45,000 employee volunteer days, and engaging 300 million people to join Kellogg in its hunger relief efforts. Through Better Days, Kellogg has helped make billions of days better for people in need, providing more than 3 billion servings of food since 2013.

As a grain-based food company, the success of Kellogg Company is dependent on having timely access to high quality, low cost ingredients, water and energy for manufacturing globally. Risks are identified annually through annual reporting and evaluated in the short (<3 years), medium (3 - 6 years) and long terms (>6 years). The Company has incorporated the risks and opportunities of climate change and food security as part of the Global 2020 Growth Strategy and global Heart and Soul Strategy by continuing to identify risk, incorporate sustainability indicators into strategic priorities, and report regularly to leadership, the Board, and publicly. While these risks are not currently impacting business growth, they must be monitored, evaluated, and mitigated.

Raw Materials. Agricultural commodities, including corn, wheat, rice, potato flakes, vegetable oils, sugar and cocoa, are the principal raw materials used in our products. Cartonboard, corrugate, and plastic are the principal packaging materials used by us. We continually monitor world supplies and prices of such commodities (which include such packaging materials), as well as government trade policies. The cost of such commodities may fluctuate widely due to government policy and regulation, weather conditions, climate change or other unforeseen circumstances. Continuous efforts are made to maintain and improve the quality and supply of such commodities for purposes of our short-term and long-term requirements.

The principal ingredients in the products produced by us in the United States include corn grits, wheat and wheat derivatives, potato flakes, oats, rice, cocoa and chocolate, soybeans and soybean derivatives, various fruits, sweeteners, vegetable oils, dairy products, eggs, and other ingredients, which are obtained from various sources. While most of these ingredients are purchased from sources in the United States, some materials are imported due to regional availability and specification requirements.

We enter into long-term contracts for the materials described in this section and purchase these items on the open market, depending on our view of possible price fluctuations, supply levels, and our relative negotiating power. While the cost of some of these materials has, and may continue to increase over time, we believe that we will be

able to purchase an adequate supply of these items as needed. As further discussed herein under Part II, Item 7A, we also use commodity futures and options to hedge some of our costs.

Raw materials and packaging needed for internationally based operations are available in adequate supply and are sourced both locally and imported from countries other than those where used in manufacturing.

Natural gas and propane are the primary sources of energy used to power processing equipment at major domestic and international facilities, although certain locations may use electricity, oil, propane or solar cells on a back-up or alternative basis. In addition, considerable amounts of diesel fuel are used in connection with the distribution of our products.

Trademarks. Generally, our products are marketed under trademarks we own. Our principal trademarks are our housemarks, brand names, slogans, and designs related to cereals, snacks and various other foods manufactured and marketed by us, and we also grant licenses to third parties to use these marks on various goods. These trademarks include **Kellogg's** for cereals, convenience foods and other products, and the brand names of certain ready-to-eat cereals, including **All-Bran, Apple Jacks, Choco Zucaritas, Cocoa Krispies, Kellogg's Corn Flakes, Corn Pops, Cracklin' Oat Bran, Crispix, Eggo, Froot Loops, Kellogg's Frosted Flakes, Krave, Frosted Krispies, Frosted Mini-Wheats, Mueslix, Kellogg's Raisin Bran, Raisin Bran Crunch, Rice Krispies, Rice Krispies Treats, Smacks/Honey Smacks, Special K, Special K Red Berries** and **Smart Start** in the United States and elsewhere; **Sucrilhos, Krunchy Granola, Kellogg's Extra, Radkau, Zoo Cartoon, Müsli**, and **Choco Krispis** for cereals in Latin America; **Vector** and **Kashi Joi** in Canada; **Coco Pops, Choco Krispies, Frosties, Fruit 'n Fibre, Kellogg's Crunchy Nut, Krave, Honey Loops, Kellogg's Extra, Country Store, Smacks, Pops, Honey Bsss, Croco Copters, Chombos, W.K. Kellogg, Toppas** and **Tresor** for cereals in Europe; and **Froot Ring, Guardian, Just Right, Sultana Bran, Frosties, Rice Bubbles, Nutri-Grain**, and **Sustain** for cereals in Asia and Australia. Additional trademarks are the names of certain combinations of ready-to-eat **Kellogg's** cereals, including **Fun Pak** and **Variety**.

Other brand names include **Kellogg's** Corn Flake Crumbs; **Choco Krispis, Crunchy Nut, Kashi, Nutri-Grain, Special K, Squares, Zucaritas** and **Sucrilhos** for cereal bars; **Pop-Tarts** for toaster pastries; **Eggo** and **Nutri-Grain** for frozen waffles and pancakes; **Eggo** and **Special K** for breakfast sandwiches; **Rice Krispies Treats** for convenience foods; **Special K** protein shakes; **Nutri-Grain** cereal bars for convenience foods in the United States and elsewhere; **K-Time, Split Stix, Be Natural** and **LCMs** for convenience foods in Australia; **Choco Krispies, Coco Pops**, and **Rice Krispies Squares** for convenience foods in Europe; **Kashi** for certain cereals, convenience foods, and frozen foods; **Kashi Go** for cereals and nutrition bars; **Special K** and **Vector** for meal bars; **Bear Naked** for granola cereal and snack bites, **Pringles** for crisps; and **Morningstar Farms** and **Gardenburger** for certain meat alternatives.

We also market convenience foods under trademarks and tradenames which include **Austin, Bisco, Cheez-It, Club, Krispy, Luxe, Minueto, Parati, RXBAR, Special K, Sunshine, Toasteds, Town House, Zesta** and **Zoo Cartoon** and beverages under the **Trink** trademark. One of our subsidiaries is also the exclusive licensee of the **Carr's** cracker line in the United States.

Our trademarks also include logos and depictions of certain animated characters in conjunction with our products, including **Snap! Crackle! Pop!** for **Cocoa Krispies** and **Rice Krispies** cereals and **Rice Krispies Treats** convenience foods; **Tony the Tiger** for **Kellogg's Frosted Flakes, Zucaritas, Sucrilhos** and **Frosties** cereals and convenience foods; **Toucan Sam** for **Froot Loops** and **Froot Rings** cereal; **Dig 'Em** for **Smacks/Honey Smacks** cereal; **Sunny** for **Kellogg's Raisin Bran** and **Raisin Bran Crunch** cereals; **Coco** the Monkey for **Coco Pops, Choco Krispies** and **Chocos** cereal; **Cornelius** (aka Cornelio) for **Kellogg's Corn Flakes**; **Melvin** the Elephant for certain cereal and convenience foods; **Chocovore, Nula the Narwhal** and **Sammy the Seal** (aka **Smaxy** the Seal) for certain cereal products; and **Mr. P** or **Julius Pringles** for Pringles crisps.

The slogans **The Original & Best, They're Gr-r-reat!** and **Follow Your Nose**, are used in connection with our ready-to-eat cereals, along with **L' Eggo my Eggo**, used in connection with our frozen waffles, pancakes, French toast sticks and breakfast sandwiches, and **Pop Play Eat** used in connection with potato crisps are also important Kellogg trademarks.

The trademarks listed above, among others, when taken as a whole, are important to our business. Certain individual trademarks are also important to our business. Depending on the jurisdiction, trademarks are generally valid as long as they are in use and/or their registrations are properly maintained and they have not been found to

have become generic. Registrations of trademarks can also generally be renewed indefinitely as long as the trademarks are in use.

Seasonality. Demand for our products has generally been approximately level throughout the year, although some of our convenience foods have a bias for stronger demand in the second half of the year due to events and holidays.

Working Capital. A description of our working capital is included in the Liquidity section of MD&A within Item 7 of this report.

Customers. Our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 19% of consolidated net sales during 2019, comprised principally of sales within the United States. No other customer accounted for greater than 10% of net sales in 2019. During 2019, our top five customers, collectively, including Wal-Mart, accounted for approximately 33% of our consolidated net sales and approximately 50% of U.S. net sales. There has been significant worldwide consolidation in the grocery industry and we believe that this trend is likely to continue. Although the loss of any large customer for an extended length of time could negatively impact our sales and profits, we do not anticipate that this will occur to a significant extent due to the consumer demand for our products and our relationships with our customers. Our products have been generally sold through our own sales forces and through broker and distributor arrangements, and have been generally resold to consumers in retail stores, restaurants, and other food service establishments.

Backlog. For the most part, orders are filled within a few days of receipt and are subject to cancellation at any time prior to shipment. The backlog of any unfilled orders at December 28, 2019 and December 29, 2018 was not material to us.

Competition. We have experienced, and expect to continue to experience, intense competition for sales of all of our principal products in our major product categories, both domestically and internationally. Our products compete with advertised and branded products of a similar nature as well as unadvertised and private label products, which are typically distributed at lower prices, and generally with other food products. Principal methods and factors of competition include new product introductions, product quality, taste, convenience, nutritional value, price, advertising and promotion.

Research and Development. Research to support and expand the use of our existing products and to develop new food products is carried on at the W. K. Kellogg Institute for Food and Nutrition Research in Battle Creek, Michigan, and at other locations around the world. Our expenditures for research and development were approximately (in millions): 2019-\$144; 2018-\$154; 2017-\$148.

Regulation. Our activities in the United States are subject to regulation by various government agencies, including the Food and Drug Administration, Federal Trade Commission and the Departments of Agriculture, Commerce and Labor, as well as voluntary regulation by other bodies. Various state and local agencies also regulate our activities. Other agencies and bodies outside of the United States, including those of the European Union and various countries, states and municipalities, also regulate our activities.

Environmental Matters. Our facilities are subject to various U.S. and foreign, federal, state, and local laws and regulations regarding the release of material into the environment and the protection of the environment in other ways. We are not a party to any material proceedings arising under these regulations. We believe that compliance with existing environmental laws and regulations will not materially affect our consolidated financial condition or our competitive position.

Employees. At December 28, 2019, we had approximately 31,000 employees.

Financial Information About Geographic Areas. Information on geographic areas is located in Note 17 within Notes to the Consolidated Financial Statements, which are included herein under Part II, Item 8.

Executive Officers. The names, ages, and positions of our executive officers (as of February 24, 2020) are listed below, together with their business experience. Executive officers are elected annually by the Board of Directors.

Nicolas Amaya

Senior Vice President, Kellogg Company
President, Kellogg Latin America

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Mr. Amaya assumed his current position in November 2019. Mr. Amaya joined Kellogg Company in 2001 as a Marketing Intern for Eggo in the United States. Since then, he has held a variety of leadership positions in the U.S. and Latin America across the cereal, frozen and snacks businesses. Among his many contributions, Mr. Amaya led the complex and challenging regional integration of Pringles in 2012. In April 2013, he was appointed General Manager, Snacks and Growth Platforms for Latin America, and in 2015, he stepped up to the role of Vice President and General Manager, Category Marketing and Innovation, Latin America. He was promoted to Vice President and General Manager for Mexico in October 2016. Prior to Kellogg, Mr. Amaya held various marketing roles at Unilever Andina in the personal care division.

Amit Banati

Senior Vice President and Chief Financial Officer

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Mr. Banati has been Senior Vice President, Chief Financial Officer and Principal Financial Officer, Kellogg Company, since July 2019. Mr. Banati joined Kellogg in March 2012 as President, Asia Pacific, and his responsibilities were expanded to President, Asia Pacific, Middle East and Africa in July 2018. Before joining Kellogg Company, Mr. Banati served in a variety of finance, general management and board roles at Kraft Foods, Cadbury Schweppes and Procter & Gamble. He has worked extensively across the Asia Pacific and Africa region. At Kraft Foods he was President, North Asia and Asia Pacific Strategy. Prior to that, Mr. Banati served as President, Pacific, for Cadbury Schweppes and Chairman of Cadbury Schweppes Australia. He was a member of the company's Chief Executive Committee. He also served as the Chief Financial Officer for Cadbury Schweppes Asia Pacific.

Steven A. Cahillane

Chairman and Chief Executive Officer

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Mr. Cahillane has been Chairman of the Board of Kellogg Company since March 2018, and President and Chief Executive Officer since October 2017. He has also served as a Kellogg Director since October 2017. Prior to joining Kellogg, Mr. Cahillane served as Chief Executive Officer and President, and as member of the board of directors, of Alphabet Holding Company, Inc., and its wholly-owned operating subsidiary, The Nature's Bounty Co., from September 2014. Prior to that, Mr. Cahillane served as Executive Vice President of The Coca-Cola Company from February 2013 to February 2014 and President of Coca-Cola Americas, the global beverage maker's largest business, with \$25 billion in annual sales at that time, from January 2013 to February 2014. Mr. Cahillane served as President of various Coca-Cola operating groups from 2007 to 2012. He has also been a trustee of the W. K. Kellogg Foundation Trust since 2018.

Kurt D. Forche
Vice President and Corporate Controller

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Mr. Forche was appointed Vice President and Corporate Controller, Kellogg Company, in July 2018. Previously, Mr. Forche served as Vice President, Assistant Corporate Controller since December 2016. Mr. Forche joined Kellogg as an internal auditor in 1997, subsequently holding a number of Finance roles in the North American business until being named Senior Director, Corporate Financial Reporting in April 2014. Prior to joining Kellogg in 1997, he spent four years at Price Waterhouse as an auditor.

Alistair D. Hirst
Senior Vice President, Global Supply Chain

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Mr. Hirst assumed his current position in April 2012. He joined the company in 1984 as a Food Technologist at the Springs, South Africa, plant. While at the facility, he was promoted to Quality Assurance Manager and Production Manager. From 1993 to 2001, Mr. Hirst held numerous positions in South Africa and Australia, including Production Manager, Plant Manager, and Director, Supply Chain. In 2001, Mr. Hirst was promoted to Director, Procurement at the Manchester, England, facility and was later named European Logistics Director. In 2005, he transferred to the U.S. when promoted to Vice President, Global Procurement. In 2008, he was promoted to Senior Vice President, Snacks Supply Chain and to Senior Vice President, North America Supply Chain, in October 2011.

Christopher M. Hood
Senior Vice President, Kellogg Company
President, Kellogg North America

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Mr. Hood assumed his current position in July 2018. He most recently served as President, Kellogg Europe from 2013 to 2018. Mr. Hood joined Kellogg Company in 2012 as the Vice President of European Snacks. Prior to Kellogg, he served The Procter and Gamble Company starting in 1993, and had a distinguished 19-year career in Marketing and General Management, based in Cincinnati, Ohio. Mr. Hood has held a number of Board roles across the Food and Beverage Industry. He currently serves on the Consumer Brands Association Board of Directors and FMI Foundation Board of Trustees.

Melissa A. Howell
Senior Vice President, Global Human Services

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Ms. Howell assumed her current position in June 2016. Prior to joining Kellogg, she was Chief Human Resources Officer for Rockford, Michigan-based Wolverine Worldwide since 2014. Prior to Wolverine, Ms. Howell spent 24 years with General Motors where she led a team of 2,800 Human Resource professionals worldwide, supporting a global business at one of the top automotive companies in the world, and also among the largest public corporations. Ms. Howell joined General Motors as a Labor Relations Representative at its Ypsilanti, Michigan, assembly plant in 1990. Over the following years, she served in a series of key human resource leadership roles in Europe, Asia and U.S. leading teams on six continents across an array of functional areas. Ms. Howell was promoted to Executive Director of North American Human Resources in 2011 and subsequently promoted to Senior Vice President of Global Human Resources.

David Lawlor
Senior Vice President, Kellogg Company
President, Kellogg Europe

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Mr. Lawlor assumed his current position in July 2018. He most recently served as Vice President, European Cereal from November 2017 to June 2018. Mr. Lawlor began his career at Kellogg in 1991, joining as a sales manager in its Dublin office. Following this, he held a number of senior roles, including running the company's Middle Eastern business, setting up its Dubai office. Mr. Lawlor then served as General Manager of Kellogg Russia from October

2008 to August 2016 and led the integration of United Bakers Group, a local biscuit and cracker manufacturer. In August 2016, he was appointed Managing Director, UK/ROI where he refocused Kellogg's efforts to stabilize and grow its core cereal business.

Monica H. McGurk

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Senior Vice President, Chief Growth Officer

Ms. McGurk assumed her current position in January 2019. Ms. McGurk began her career at Kellogg in July 2018, serving as Chief Revenue and eCommerce Officer. Prior to Kellogg, Ms. McGurk was the Chief Growth Officer for Tyson Foods, Inc. through September 2017, having previously joined the company in 2016 as Executive Vice President of Strategy and New Ventures & President of Foodservice. Prior to joining Tyson Foods, Inc., Ms. McGurk worked for The Coca-Cola Company as Senior Vice President, Strategy, Decision Support and eCommerce, North America Group from 2014 to 2016, and as Vice President, Strategy and eCommerce from 2012 to 2014.

Gary H. Pilnick

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Vice Chairman, Corporate Development
and Chief Legal Officer

Mr. Pilnick was appointed Vice Chairman, Corporate Development and Chief Legal Officer in January 2016. In August 2003, he was appointed Senior Vice President, General Counsel and Secretary and assumed responsibility for Corporate Development in June 2004. He joined Kellogg as Vice President — Deputy General Counsel and Assistant Secretary in September 2000 and served in that position until August 2003. Before joining Kellogg, he served as Vice President and Chief Counsel of Sara Lee Branded Apparel and as Vice President and Chief Counsel, Corporate Development and Finance at Sara Lee Corporation.

Availability of Reports; Website Access; Other Information. Our internet address is <http://www.kelloggcompany.com>. Through "Investor Relations" — "Financial Reports" — "SEC Filings" on our home page, we make available free of charge our proxy statements, our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, SEC Forms 3, 4 and 5 and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. Our reports filed with the Securities and Exchange Commission are also made available to read and copy at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the Public Reference Room by contacting the SEC at 1-800-SEC-0330. Reports filed with the SEC are also made available on its website at www.sec.gov.

Copies of the Corporate Governance Guidelines, the Charters of the Audit, Compensation and Talent Management, and Nominating and Governance Committees of the Board of Directors, the Code of Conduct for Kellogg Company directors and Global Code of Ethics for Kellogg Company employees (including the chief executive officer, chief financial officer and corporate controller) can also be found on the Kellogg Company website. Any amendments or waivers to the Global Code of Ethics applicable to the chief executive officer, chief financial officer and corporate controller can also be found in the "Investor Relations" section of the Kellogg Company website. Shareowners may also request a free copy of these documents from: Kellogg Company, P.O. Box CMB, Battle Creek, Michigan 49016-9935 (phone: (800) 961-1413), Investor Relations Department at that same address (phone: (269) 961-2800) or investor.relations@kellogg.com.

Forward-Looking Statements. This Report contains "forward-looking statements" with projections concerning, among other things, the Company's restructuring programs, the integration of acquired businesses, our strategy, financial principles, and plans; initiatives, improvements and growth; sales, margins, advertising, promotion, merchandising, brand building, operating profit, and earnings per share; innovation; investments; capital expenditures; asset write-offs and expenditures and costs related to productivity or efficiency initiatives; the impact of accounting changes and significant accounting estimates; our ability to meet interest and debt principal repayment obligations; minimum contractual obligations; future common stock repurchases or debt reduction; effective income tax rate; cash flow and core working capital improvements; interest expense; commodity and energy prices; and employee benefit plan costs and funding. Forward-looking statements include predictions of future results or activities and may contain the words "expect," "believe," "will," "can," "anticipate," "estimate," "project," "should," or words or phrases of similar meaning. For example, forward-looking statements are found in

this Item 1 and in several sections of Management's Discussion and Analysis. Our actual results or activities may differ materially from these predictions. Our future results could be affected by a variety of factors, including the expected benefits and costs of the divestiture of selected cookies, fruit and fruit flavored-snacks, pie crusts, and ice-cream cones businesses of the Company, the risk that disruptions from the divestiture will divert management's focus or harm the Company's business, risks relating to any unforeseen changes to or effects on liabilities, future capital expenditures, revenues, expenses, earnings, synergies, indebtedness, financial condition, losses and future prospects, risks associated with the Company's provision of transition services to the divested businesses post-closing, the ability to implement restructurings as planned, whether the expected amount of costs associated with restructurings will differ from forecasts, whether the Company will be able to realize the anticipated benefits from restructurings in the amounts and times expected, the ability to realize the anticipated benefits and synergies from business acquisitions in the amounts and at the times expected, the impact of competitive conditions, the effectiveness of pricing, advertising, and promotional programs; the success of innovation, renovation and new product introductions; the recoverability of the carrying value of goodwill and other intangibles, the success of productivity improvements and business transitions, commodity and energy prices, transportation costs, labor costs, disruptions or inefficiencies in supply chain, the availability of and interest rates on short-term and long-term financing, actual market performance of benefit plan trust investments, the levels of spending on systems initiatives, properties, business opportunities, integration of acquired businesses, and other general and administrative costs, changes in consumer behavior and preferences, the effect of U.S. and foreign economic conditions on items such as interest rates, statutory tax rates, currency conversion and availability, legal and regulatory factors including changes in food safety, advertising and labeling laws and regulations, the ultimate impact of product recalls; business disruption or other losses from war, terrorist acts or political unrest; and the risks and uncertainties described in Item 1A below. Forward-looking statements speak only as of the date they were made, and we undertake no obligation to publicly update them.

ITEM 1A. RISK FACTORS

In addition to the factors discussed elsewhere in this Report, the following risks and uncertainties could materially adversely affect our business, financial condition and results of operations. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations and financial condition.

If we pursue strategic acquisitions, alliances, divestitures or joint ventures, we may not be able to successfully consummate favorable transactions or successfully integrate acquired businesses.

From time to time, we may evaluate potential acquisitions, alliances, divestitures or joint ventures that would further our strategic objectives. With respect to acquisitions, we may not be able to identify suitable candidates, consummate a transaction on terms that are favorable to us, or achieve expected returns, expected synergies and other benefits as a result of integration challenges, or may not achieve those objectives on a timely basis. Future acquisitions of foreign companies or new foreign ventures would subject us to local laws and regulations and could potentially lead to risks related to, among other things, increased exposure to foreign exchange rate changes, government price control, repatriation of profits and liabilities relating to the U.S. Foreign Corrupt Practices Act.

With respect to proposed divestitures of assets or businesses, we may encounter difficulty in finding acquirers or alternative exit strategies on terms that are favorable to us, which could delay the accomplishment of our strategic objectives, or our divestiture activities may require us to recognize impairment charges. Companies or operations acquired or joint ventures created may not be profitable or may not achieve sales levels and profitability that justify the investments made. Our corporate development activities may present financial and operational risks, including diversion of management attention from existing core businesses, integrating or separating personnel and financial and other systems, and adverse effects on existing business relationships with suppliers and customers. Future acquisitions could also result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to certain intangible assets and increased operating expenses, which could adversely affect our results of operations and financial condition.

The divestiture (the "Divestiture") of selected cookie, fruit and fruit-flavored snacks, pie crusts, and ice cream cone businesses, consummated on July 28, 2019 (the "Divested Business") may not achieve some or all of the anticipated benefits, the Divestiture may adversely affect our business, and there are execution risks associated with our continued provision of transition services to the Divested Business.

We may not realize the benefits we expect from revenue growth management.

We are utilizing formal revenue growth management practices to help us realize price in a more effective way. This approach addresses price strategy, price-pack architecture, promotion strategy, mix management, and trade strategies. Revenue growth management involves changes to the way we do business and may not always be accepted by our customers, consumers or third party providers causing us not to realize the anticipated benefits. In addition, the complexity of the execution requires a substantial amount of management and operational resources. These and related demands on our resources may divert the organization's attention from other business issues and have adverse effects on existing business relationships with suppliers and customers. Any failure to execute revenue growth management in accordance with our plans could adversely affect our business or financial condition.

Our results may be materially and adversely impacted as a result of increases in the price of raw materials, including agricultural commodities, fuel and labor.

Agricultural commodities, including corn, wheat, rice, potato flakes, vegetable oils, sugar and cocoa, are the principal raw materials used in our products. Cartonboard, corrugated, and plastic are the principal packaging materials used by us. The cost of such commodities may fluctuate widely due to government policy, regulation, and/or shutdown, import and export requirements (including tariffs), global geopolitical conditions, drought and other weather conditions (including the potential effects of climate change) or other unforeseen circumstances. To the extent that any of the foregoing factors affect the prices of such commodities and we are unable to increase our prices or adequately hedge against such changes in prices in a manner that offsets such changes, the results of our operations could be materially and adversely affected. In addition, we use derivatives to hedge price risk associated with forecasted purchases of raw materials. Our hedged price could exceed the spot price on the date of purchase, resulting in an unfavorable impact on both gross margin and net earnings. Also, sustained price increases may lead to declines in volume as competitors may not adjust their prices or consumers may decide not to pay the higher prices, which could lead to sales declines and loss of market share.

Cereal processing equipment at major domestic and international facilities are regularly fueled by electricity, natural gas or propane, which are obtained from local utilities or other local suppliers. Short-term stand-by propane storage exists at several plants for use in case of interruption in natural gas supplies. Oil may also be used to fuel certain operations at various plants. In addition, considerable amounts of diesel fuel are used in connection with the distribution of our products. The cost of fuel may fluctuate widely due to economic and political conditions, government policy, regulation and/or shutdown, war, or other unforeseen circumstances which could have a material adverse effect on our consolidated operating results or financial condition.

Our results may be adversely affected by increases in transportation costs and reduced availability of or increases in the price of oil or other fuels.

We rely on trucking and railroad operators to deliver incoming ingredients to our manufacturing locations and to deliver finished products to our customers. Shortages of truck drivers and railroad workers have contributed to increased freight costs, which has had a material and adverse effect on our business, financial condition and results of operations. In particular, compliance with the electronic device logging mandate has increased the cost of transportation for us and many other companies. Transportation costs are further increasing as a result of high levels of long-haul driver turnover and increased railroad traffic and service issues. Additionally, energy and fuel costs can fluctuate dramatically and, at times, have resulted in significant cost increases, particularly for the price of oil and gasoline. An increase in the price of oil increases our transportation costs for distribution and costs to purchase our products from suppliers. Increases in transportation and energy and fuel costs has, and may continue to affect our profitability and may increase the cost of our products, which may reduce consumer demand.

A shortage in the labor pool, failure to successfully negotiate collectively bargained agreements, or other general inflationary pressures or changes in applicable laws and regulations could increase labor cost, which could have a material adverse effect on our consolidated operating results or financial condition.

Our labor costs include the cost of providing benefits for employees. We sponsor a number of benefit plans for employees in the United States and various foreign locations, including pension, retiree health and welfare, active health care, severance and other postemployment benefits. We also participate in multiemployer pension plans for certain of our manufacturing locations. Our major pension plans and U.S. collectively bargained retiree health and welfare plans are funded with trust assets invested in a globally diversified portfolio of equity securities with smaller holdings of bonds, real estate and other investments. The annual cost of benefits can vary significantly from year to

year and is materially affected by such factors as changes in the assumed or actual rate of return on major plan assets, a change in the weighted-average discount rate used to measure obligations, the rate or trend of health care cost inflation, and the outcome of collectively-bargained wage and benefit agreements. Many of our employees are covered by collectively-bargained agreements and other employees may seek to be covered by collectively-bargained agreements. Strikes or work stoppages and interruptions could occur if we are unable to renew these agreements on satisfactory terms or enter into new agreements on satisfactory terms, which could adversely impact our operating results. The terms and conditions of existing, renegotiated or new agreements could also increase our costs or otherwise affect our ability to fully implement future operational changes to enhance our efficiency.

Multiemployer pension plans could adversely affect our business.

We participate in “multiemployer” pension plans administered by labor unions representing some of our employees. We make periodic contributions to these plans to allow them to meet their pension benefit obligations to their participants. Our required contributions to these funds could increase because of a shrinking contribution base as a result of the insolvency or withdrawal of other companies that currently contribute to these funds, inability or failure of withdrawing companies to pay their withdrawal liability, lower than expected returns on pension fund assets or other funding deficiencies. In the event that we withdraw from participation in one of these plans, then applicable law could require us to make withdrawal liability payments, and we would have to reflect that as an expense in our consolidated statement of operations and as a liability on our consolidated balance sheet. Our withdrawal liability from a multiemployer plan would depend on the extent of the plan’s funding of vested benefits. In the ordinary course of our renegotiation of collective bargaining agreements with labor unions that maintain these plans, we may decide to discontinue participation in a plan, and in that event, we could face a withdrawal liability. One of the multiemployer plans in which we participate is reported to have significant underfunded liabilities. Such underfunding could increase the size of our potential withdrawal liability.

We withdrew from two multiemployer pension plans in 2019 and recorded an estimate of the related withdrawal liability. While this is our best estimate of the ultimate cost of withdrawing from the plans at this time, we have not yet reached agreement on the ultimate amount of the withdrawal liability. As a result, the actual cost could differ from our estimate based on final funding assessments.

We operate in the highly competitive food industry.

We face competition across our product lines, including snacks, ready-to-eat cereals and other convenience foods, from other companies which have varying abilities to withstand changes in market conditions. The principal aspects of our business where we face competition include brand recognition, taste, nutritional value, price, promotion, innovation, shelf space, navigating the growing e-commerce marketplace, convenient ordering and delivery to the consumer and customer service. Most of our competitors have substantial financial, marketing and other resources, and some of our competitors may spend more aggressively on advertising and promotional activities than we do. Our competition with other companies in our various markets and product lines could cause us to reduce prices, increase capital, marketing or other expenditures, or lose category share, any of which could have a material adverse effect on our business and financial results.

Our ability to compete also depends upon our ability to predict, identify, and interpret the tastes and dietary habits of consumers and to offer products that appeal to those preferences. There are inherent marketplace risks associated with new product or packaging introductions, including uncertainties about trade and consumer acceptance. If we do not succeed in offering products that consumers want to buy, our sales and market share will decrease, resulting in reduced profitability. If we are unable to accurately predict which shifts in consumer preferences will be long-lasting, or are unable to introduce new and improved products to satisfy those preferences, our sales will decline. In addition, given the variety of backgrounds and identities of consumers in our consumer base, we must offer a sufficient array of products to satisfy the broad spectrum of consumer preferences.

In some cases, our competitors may be able to respond to changing business and economic conditions or consumer preferences more quickly than us. Category share and growth could also be adversely impacted if we are not successful in introducing new products, anticipating changes in consumer preferences with respect to dietary trends or purchasing behaviors or in effectively assessing, changing and setting proper pricing.

The changing retail environment and the growing presence of alternative retail channels, could negatively impact our sales and profits.

Our businesses are largely concentrated in the traditional retail grocery trade. Our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 19% of consolidated net sales during 2019, comprised principally of sales within the United States. No other customer accounted for greater than 10% of net sales in 2019. During 2019, our top five customers, collectively, including Wal-Mart, accounted for approximately 33% of our consolidated net sales and approximately 50% of U.S. net sales. There can be no assurances that our largest customers will continue to purchase our products in the same mix or quantities or on the same terms as in the past. As the retail grocery trade continues to consolidate and retailers become larger, our large retail customers have sought, and may continue to seek in the future, to use their position to improve their profitability through improved efficiency, lower pricing, increased promotional programs funded by their suppliers and more favorable terms. In addition, larger retailers have the scale to develop supply chains that permit them to operate with reduced inventories or to develop and market their own private label products. If we are unable to use our scale, marketing expertise, product innovation and category leadership positions to respond, our profitability or volume growth could be negatively affected. The loss of any large customer or severe adverse impact on the business operations of any large customer for an extended length of time could negatively impact our sales and profits.

Additionally, alternative retail channels, such as e-commerce retailers (including as a result of the integration of traditional and digital operations at key retailers), subscription services, discount and dollar stores, direct-to-consumer brands, drug stores and club stores, have become more prevalent. This trend away from traditional retail grocery, and towards such channels, is expected to continue in the future. If we are not successful in expanding sales in alternative retail channels, our business or financial results may be negatively impacted. In particular, substantial growth in e-commerce has encouraged the entry of new competitors and business models, intensifying competition by simplifying distribution and lowering barriers to entry. The expanding presence of e-commerce retailers has impacted, and may continue to impact, consumer preferences and market dynamics, which in turn may negatively affect our sales or profits. In addition, these alternative retail channels may create consumer price deflation, affecting our retail customer relationships and presenting additional challenges to increasing prices in response to commodity or other cost increases. Also, if these alternative retail channels, such as e-commerce retailers were to take significant share away from traditional retailers that could have a flow over effect on our business and our financial results could be negatively impacted.

Our results may be negatively impacted if consumers do not maintain their favorable perception of our brands.

We have a number of iconic brands with significant value. Maintaining and continually enhancing the value of these brands is critical to the success of our business. Brand value is based in large part on consumer perceptions. Success in promoting and enhancing brand value depends in large part on our ability to provide high-quality products. Brand value could diminish significantly due to a number of factors, including consumer perception that we, or any of our employees, have acted in an irresponsible manner, adverse publicity about our products (whether or not valid), our failure to maintain the quality of our products, the failure of our products to deliver consistently positive consumer experiences, the products becoming unavailable to consumers, or the failure to meet the nutrition expectations of our products or particular ingredients in our products (whether or not valid), including whether certain of our products are perceived to contribute to obesity. In addition, due to our varied and geographically diverse consumer base, we must be responsive to local consumer needs, including with respect to when and how consumers consume food products and their desire for premium or value offerings, provide an array of products that satisfy the broad spectrum of consumer preferences. Accordingly, we might fail to anticipate consumer preferences with respect to dietary trends or purchasing behaviors, invest sufficiently in maintaining, extending and expanding our brand image or achieve the desired efforts of our marketing efforts or use data-driven marketing and advertising to reach consumers at the right time with the right message. The growing use of social and digital media by consumers, Kellogg and third parties increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about Kellogg, our brands, our products or any of our employees on social or digital media could seriously damage our brands, reputation and brand loyalty, regardless of the information's accuracy. The harm may be immediate without affording us an opportunity for redress or correction. Brand recognition and loyalty can also be impacted by the effectiveness of our advertising campaigns, marketing programs and sponsorships, as well as our use of social media. If we do not maintain the favorable perception of our brands, our results could be negatively impacted.

Tax matters, including changes in tax rates, disagreements with taxing authorities and imposition of new taxes could impact our results of operations and financial condition.

The Company is subject to taxes in the U.S. and numerous foreign jurisdictions where the Company's subsidiaries are organized. Due to economic and political conditions (including shifts in the geopolitical landscape), tax rates in the U.S. and various foreign jurisdictions have been and may be subject to significant change. The future effective tax rate could be effected by changes in mix of earnings in countries with differing statutory tax rates, changes in valuation of deferred tax asset and liabilities, or changes in tax laws or their interpretation which includes recently enacted U.S. tax reform and contemplated changes in other countries of long-standing tax principles if finalized and adopted could have a material impact on our income tax expense and deferred tax balances.

We are also subject to regular reviews, examinations and audits by the Internal Revenue Service and other taxing authorities with respect to taxes inside and outside of the U.S. Although we believe our tax estimates are reasonable, if a taxing authority disagrees with the positions we have taken, we could face additional tax liability, including interest and penalties. There can be no assurance that payment of such additional amounts upon final adjudication of any disputes will not have a material impact on our results of operations and financial position.

We also need to comply with new, evolving or revised tax laws and regulations. The enactment of or increases in tariffs, including value added tax, or other changes in the application of existing taxes, in markets in which we are currently active, or may be active in the future, or on specific products that we sell or with which our products compete, may have an adverse effect on our business or on our results of operations.

If our food products become adulterated, misbranded or mislabeled, we might need to recall those items and may experience product liability if consumers are injured as a result.

Selling food products involves a number of legal and other risks, including product contamination, food borne illnesses, spoilage, product tampering, allergens, or other adulteration. We may need to recall some of our products if they become adulterated or misbranded. We may also be liable if the consumption of any of our products causes injury, illness or death. A widespread product recall or market withdrawal could result in significant losses due to their costs, the destruction of product inventory, and lost sales due to the unavailability of product for a period of time. We could also suffer losses from a significant product liability judgment against us. A significant product recall or product liability case could also result in adverse publicity, damage to our reputation, and a loss of consumer confidence in our food products, which could have a material adverse effect on our business results and the value of our brands. Moreover, even if a product liability or consumer fraud claim is meritless, does not prevail or is not pursued, the negative publicity surrounding assertions against our company and our products or processes could adversely affect our reputation or brands.

We could also be adversely affected if consumers lose confidence in the safety and quality of certain food products or ingredients, or the food safety system generally. If another company recalls or experiences negative publicity related to a product in a category in which we compete, consumers might reduce their overall consumption of products in this category. Adverse publicity about these types of concerns, whether or not valid, may discourage consumers from buying our products or cause production and delivery disruptions.

Unanticipated business disruptions could have an adverse effect on our business, financial condition and results of operations.

We manufacture and source products and materials on a global scale. We have a complex network of suppliers, owned manufacturing locations, contract manufacturer locations, warehousing and distribution networks and information systems that support our ability to provide our products to our customers consistently. Our ability to make, move and sell products globally is critical to our success. Factors that are hard to predict or beyond our control, such as product or raw material scarcity, weather (including any potential effects of climate change), natural disasters, fires or explosions, terrorism, political unrest, government shutdowns, tariffs and other trade restrictions, cybersecurity breaches, health pandemics, disruptions in logistics, loss or impairment of key manufacturing sites, supplier capacity constraints, or strikes, could damage or disrupt our operations or our suppliers', their suppliers or our contract manufacturers' operations. If we do not effectively prepare for and respond to disruptions in our operations, for example, by finding alternative suppliers or replacing capacity at key manufacturing or distribution locations, or cannot quickly repair damage to our information, technology, production or supply systems, we may be late in delivering or unable to deliver products to our customers. If that occurs, we may lose our customers' confidence, and long-term consumer demand for our products could decline. In addition, insurance policies that may provide coverage with regard to such events may not cover any or all of the resulting financial losses. These events could adversely affect our business, financial condition and results of operations.

Evolving tax, environmental, food quality and safety or other regulations or failure to comply with existing licensing, labeling, trade, food quality and safety and other regulations and laws could have a material adverse effect on our consolidated financial condition.

Our activities or products, both in and outside of the United States, are subject to regulation by various federal, state, provincial and local laws, regulations and government agencies, including the U.S. Food and Drug Administration, U.S. Federal Trade Commission, the U.S. Departments of Agriculture, Commerce and Labor, as well as similar and other authorities outside of the United States, International Accords and Treaties and others, including voluntary regulation by other bodies. Legal and regulatory systems can change quickly, as demonstrated by the events of the Brexit vote. In addition, legal and regulatory systems in emerging and developing markets may be less developed, and less certain. These laws and regulations and interpretations thereof may change, sometimes dramatically, as a result of a variety of factors, including political, economic, regulatory or social events. In addition, the enforcement of remedies in certain foreign jurisdictions may be less certain, resulting in varying abilities to enforce intellectual property and contractual rights.

The manufacturing, marketing and distribution of food products are subject to governmental regulation that impose additional regulatory requirements. Those regulations control such matters as food quality and safety, ingredients, advertising, product or production requirements, labeling, sustainability of packaging (including plastics), import or export of our products or ingredients, relations with distributors and retailers, health and safety, the environment,

and restrictions on the use of government programs, such as Supplemental Nutritional Assistance Program, to purchase certain of our products.

The marketing of food products has come under increased regulatory scrutiny in recent years, and the food industry has been subject to an increasing number of proceedings and claims relating to alleged false or deceptive marketing under federal, state and foreign laws or regulations. We are also regulated with respect to matters such as licensing requirements, trade and pricing practices, tax, anticorruption standards, advertising and claims, and environmental matters. The need to comply with new, evolving or revised tax, environmental, food quality and safety, labeling or other laws or regulations, or new, evolving or changed interpretations or enforcement of existing laws or regulations, may have a material adverse effect on our business and results of operations. Governmental and administrative bodies within the U.S. are considering a variety of trade and other regulatory reforms. Changes in legal or regulatory requirements (such as new food safety requirements and revised nutrition facts labeling and serving size regulations), or evolving interpretations of existing legal or regulatory requirements, may result in increased compliance costs, capital expenditures and other financial obligations that could adversely affect our business or financial results. If we are found to be out of compliance with applicable laws and regulations in these areas, we could be subject to civil remedies, including fines, injunctions, termination of necessary licenses or permits, or recalls, as well as potential criminal sanctions, any of which could have a material adverse effect on our business. Even if regulatory review does not result in these types of determinations, it could potentially create negative publicity or perceptions which could harm our business or reputation. Further, modifications to international trade policy, including the expected ratification of the United States-Mexico-Canada Agreement, changes in the European Union (such as Brexit) or the imposition of increased or new tariffs, quotas or trade barriers on key commodities, could have a negative impact on us or the industries we serve, including as a result of related uncertainty, and could materially and adversely impact our business, financial condition, results of operations and cash flows.

Our operations face significant foreign currency exchange rate exposure and currency restrictions which could negatively impact our operating results.

We hold assets and incur liabilities, earn revenue and pay expenses in a variety of currencies other than the U.S. dollar, including the euro, British pound, Australian dollar, Canadian dollar, Mexican peso, Brazilian Real, Nigerian Naira, and Russian ruble. Because our consolidated financial statements are presented in U.S. dollars, we must translate our assets, liabilities, revenue and expenses into U.S. dollars at then-applicable exchange rates and face exposure to adverse movements in foreign currency exchange rates. For example, the announcement and implementation of Brexit has caused, and may continue to cause, significant volatility in currency exchange rate fluctuations. Consequently, changes in the value of the U.S. dollar may unpredictably and negatively affect the value of these items in our consolidated financial statements, even if their value has not changed in their original currency.

Potential liabilities and costs from litigation could adversely affect our business.

There is no guarantee that we will be successful in defending our self in civil, criminal or regulatory actions (inclusive of class action lawsuits and foreign litigation), including under general, commercial, employment, environmental, data privacy or security, intellectual property, food quality and safety, anti-trust and trade, advertising and claims, and environmental laws and regulations, or in asserting our rights under various laws. For example, our marketing or claims could face allegations of false or deceptive advertising or other criticisms which could end up in litigation and result in potential liabilities or costs. In addition, we could incur substantial costs and fees in defending our self or in asserting our rights in these actions or meeting new legal requirements. The costs and other effects of potential and pending litigation and administrative actions against us, and new legal requirements, cannot be determined with certainty and may differ from expectations.

Our consolidated financial results and demand for our products are dependent on the successful development of new products and processes.

There are a number of trends in consumer preferences which may impact us and the industry as a whole. These include changing consumer dietary trends and the availability of substitute products.

Our success is dependent on anticipating changes in consumer preferences and on successful new product and process development and product relaunches in response to such changes. Trends within the food industry change often, and failure to identify and react to changes in these trends could lead to, among other things, reduced loyalty, reduced demand and price reductions for our brands and products. We aim to introduce products or new or improved production processes on a timely basis in order to counteract obsolescence and decreases in sales of

existing products. While we devote significant focus to the development of new products and to the research, development and technology process functions of our business, we may not be successful in developing new products or our new products may not be commercially successful. In addition, if sales generated by new products cause a decline in sales of the Company's existing products, the Company's financial condition and results of operations could be materially adversely affected. Our future results and our ability to maintain or improve our competitive position will depend on our capacity to gauge the direction of our key markets and upon our ability to successfully identify, develop, manufacture, market and sell new or improved products in these changing markets.

Our postretirement benefit-related costs and funding requirements could increase as a result of volatility in the financial markets, changes in interest rates and actuarial assumptions.

Increases in the costs of postretirement medical and pension benefits may continue and negatively affect our business as a result of increased usage of medical benefits by retired employees and medical cost inflation, an increase in participants enrolled, the effect of potential declines in the stock and bond markets on the performance of our pension and post-retirement plan assets, potential reductions in the discount rate used to determine the present value of our benefit obligations, and changes to our investment strategy that may impact our expected return on pension and post-retirement plan assets assumptions. U.S. generally accepted accounting principles require that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. The Company's accounting policy for defined benefit plans may subject earnings to volatility due to the recognition of actuarial gains and losses, particularly those due to the change in the fair value of pension and post-retirement plan assets and interest rates. In addition, funding requirements for our plans may become more significant. However, the ultimate amounts to be contributed are dependent upon, among other things, interest rates, underlying asset returns, and the impact of legislative or regulatory changes related to pension and post-retirement funding obligations.

We use available borrowings under the credit facilities and other available debt financing for cash to operate our business, which subjects us to market and counter-party risk, some of which is beyond our control.

In addition to cash we generate from our business, our principal existing sources of cash are borrowings available under our credit facilities and other available debt financing. If our access to such financing was unavailable or reduced, or if such financing were to become significantly more expensive for any reason, we may not be able to fund daily operations, which would cause material harm to our business or could affect our ability to operate our business as a going concern. In addition, if certain of our lenders experience difficulties that render them unable to fund future draws on the facilities, we may not be able to access all or a portion of these funds, which could have similar adverse consequences.

From time to time, we issue variable rate securities based on interbank offered rates (IBORs) and enter into interest rate swaps that contain a variable element based on an IBOR. There is currently uncertainty whether certain IBORs (such as LIBOR) will continue to be available after 2021. If certain IBORs cease to be available, we may need to amend affected agreements, and we cannot predict what alternative index would be negotiated with our counterparties and security holders. As a result, our interest expense could increase and our available cash flow for general corporate requirements may be adversely affected.

We utilize extended payment terms for customers and suppliers supplemented with third party financing programs to assist in effectively managing our core working capital. If the extension of payment terms are reversed or financial institutions terminate their participation, our ability to maintain current levels of core working capital could be adversely impacted.

Our principal source of liquidity is operating cash flows supplemented by borrowings for major acquisitions and other significant transactions. We utilize third-party financing programs to offset the negative impact of offering extended customer payment terms. In addition, in combination with extending supplier payment terms, structured payables programs are available to our suppliers which enable suppliers, at their sole discretion, to enter bilateral agreements to sell Company payment obligations to designated third-party financial institutions.

Changes in financial markets or interest rates could make these third party financing programs less attractive to the financial institutions purchasing trade accounts receivables and Company payment obligations thereunder and these financial institutions may seek to terminate their participation. In the event of such termination or if our extended payment terms are reversed, our ability to effectively manage core working capital could be adversely impacted.

We have a substantial amount of indebtedness.

We have indebtedness that is substantial in relation to our shareholders' equity, and we may incur additional indebtedness in the future, or enter into off-balance sheet financing, which would increase our leverage risks. As of December 28, 2019, we had total debt of approximately \$7.9 billion and total Kellogg Company equity of \$2.7 billion.

Our substantial indebtedness could have important consequences, including:

- impairing the ability to access global capital markets to obtain additional financing for working capital, capital expenditures or general corporate purposes, particularly if the ratings assigned to our debt securities by rating organizations were revised downward or if a rating organization announces that our ratings are under review for a potential downgrade;
- a downgrade in our credit ratings, particularly our short-term credit rating, would likely reduce the amount of commercial paper we could issue, increase our commercial paper borrowing costs, or both;
- restricting our flexibility in responding to changing market conditions or making us more vulnerable in the event of a general downturn in economic conditions or our business;
- requiring a substantial portion of the cash flow from operations to be dedicated to the payment of principal and interest on our debt, reducing the funds available to us for other purposes such as expansion through acquisitions, paying dividends, repurchasing shares, marketing and other spending and expansion of our product offerings; and
- causing us to be more leveraged than some of our competitors, which may place us at a competitive disadvantage.

Our ability to make scheduled payments or to refinance our obligations with respect to indebtedness or incur new indebtedness will depend on our financial and operating performance, which in turn, is subject to prevailing economic conditions, the availability of, and interest rates on, short-term financing, and financial, business and other factors beyond our control.

Our performance is affected by general economic, political and social conditions and taxation policies.

Customer and consumer demand for our products may be impacted by recession, financial and credit market disruptions, or other economic downturns in the United States or other nations. Our results in the past have been, and in the future may continue to be, materially affected by changes in general economic, political and social conditions in the United States and other countries, including the interest rate environment in which we conduct business, the financial markets through which we access capital and currency, trade policy, political and social unrest and terrorist acts in the United States or other countries in which we carry on business. The economic, political and social conditions resulting from Brexit, among other events, may adversely impact our overall performance.

Current economic conditions globally may delay or reduce purchases by our customers and consumers. This could result in reductions in sales of our products, reduced acceptance of innovations, and increased price competition. Deterioration in economic conditions in any of the countries in which we do business could also cause slower collections on accounts receivable which may adversely impact our liquidity and financial condition. Financial institutions may be negatively impacted by economic conditions and may consolidate or cease to do business which could result in a tightening in the credit markets, a low level of liquidity in many financial markets, and increased volatility in fixed income, credit, currency and equity markets. There could be a number of effects from a financial institution credit crisis on our business, which could include impaired credit availability and financial stability of our customers, including our suppliers, co-manufacturers and distributors. A disruption in financial markets may also have an effect on our derivative counterparties and could also impair our banking partners on which we rely for operating cash management. Any of these events would likely harm our business, results of operations and financial condition.

We may not be able to attract, develop and retain the highly skilled people we need to support our business.

We depend on the skills and continued service of key personnel, including our experienced management team. In addition, our ability to achieve our strategic and operating goals depends on our ability to identify, recruit, hire, train and retain qualified individuals. We compete with other companies both within and outside of our industry for talented personnel, and we may lose key personnel or fail to attract, recruit, train, develop and retain other talented personnel. Any such loss, failure or negative perception with respect to these individuals may adversely affect our business or financial results. In addition, activities related to identifying, recruiting, hiring and integrating qualified individuals may require significant time and expense. We may not be able to locate suitable replacements for any

key employees who leave, or offer employment to potential replacements on reasonable terms, each of which may adversely affect our business and financial results. Additionally, changes in immigration laws and policies could also make it more difficult for us to recruit or relocate skilled employees.

An impairment of the carrying value of goodwill or other acquired intangibles could negatively affect our consolidated operating results and net worth.

The carrying value of goodwill represents the fair value of acquired businesses in excess of identifiable assets and liabilities as of the acquisition date. The carrying value of other intangibles represents the fair value of trademarks, trade names, and other acquired intangibles as of the acquisition date. Goodwill and other acquired intangibles expected to contribute indefinitely to our cash flows are not amortized, but must be evaluated by management at least annually for impairment. If carrying value exceeds current fair value, the intangible is considered impaired and is reduced to fair value via a charge to earnings. Factors which could result in an impairment include, but are not limited to: (i) reduced demand for our products; (ii) higher commodity prices; (iii) lower prices for our products or increased marketing as a result of increased competition; and (iv) significant disruptions to our operations as a result of both internal and external events. Should the value of one or more of the acquired intangibles become impaired, our consolidated earnings and net worth may be materially adversely affected.

As of December 28, 2019, the carrying value of intangible assets totaled approximately \$8.4 billion, of which \$5.8 billion was goodwill and \$2.6 billion represented trademarks, tradenames, and other acquired intangibles compared to total assets of \$17.5 billion and total Kellogg Company equity of \$2.7 billion.

Competition against private label brands could negatively impact our business.

In nearly all of our product categories, we compete against branded products as well as private label products. Our products must provide higher value and/or quality to our consumers than alternatives, particularly during periods of economic uncertainty. Consumers may not buy our products if relative differences in value and/or quality between our products and private label products change in favor of competitors' products or if consumers perceive this type of change. If consumers prefer private label products, which are typically sold at lower prices, then we could lose category share or sales volumes or shift our product mix to lower margin offerings, which could have a material effect on our business and consolidated financial position and on the consolidated results of our operations and profitability.

We may not achieve our targeted cost savings and efficiencies from cost reduction initiatives.

Our success depends in part on our ability to be an efficient producer in a highly competitive industry. We have invested a significant amount in capital expenditures to improve our operational facilities. Ongoing operational issues are likely to occur when carrying out major production, procurement, or logistical changes and these, as well as any failure by us to achieve our planned cost savings and efficiencies, could have a material adverse effect on our business and consolidated financial position and on the consolidated results of our operations and profitability.

Technology failures, cyber attacks, privacy breaches or data breaches could disrupt our operations, reputation and negatively impact our business.

We increasingly rely on information technology systems and third party service providers, including through the internet, to process, transmit, and store electronic information. For example, our production and distribution facilities and inventory management utilize information technology to increase efficiencies and limit costs. Information technology systems are also integral to the reporting of our results of operations. Furthermore, a significant portion of the communications between, and storage of personal data of, our personnel, customers, consumers and suppliers depends on information technology. Our information technology systems, and the systems of the parties we communicate and collaborate with, may be vulnerable to a variety of interruptions, as a result of updating our enterprise platform or due to events beyond our or their control, including, but not limited to, network or hardware failures, malicious or disruptive software, unintentional or malicious actions of employees or contractors, cyberattacks by common hackers, criminal groups or nation-state organizations or social-activist (hacktivist) organizations, geopolitical events, natural disasters, failures or impairments of telecommunications networks, or other catastrophic events.

Moreover, our computer systems have been, and will likely continue to be subjected to computer viruses, malware, ransomware or other malicious codes, social engineering attacks, unauthorized access attempts, password theft, physical breaches, employee or inside error, malfeasance and cyber- or phishing-attacks. Cyber threats are constantly evolving, are becoming more sophisticated and are being made by groups and individuals with a wide

range of expertise and motives, and this increases the difficulty of detecting and successfully defending against them. These events could compromise our confidential information, impede or interrupt our business operations, and may result in other negative consequences, including remediation costs, loss of revenue, litigation and reputational damage. Furthermore, if a breach or other breakdown results in disclosure of confidential or personal information, we may suffer reputational, competitive and/or business harm. To date, we have not experienced a material breach of cyber security. While we have implemented administrative and technical controls and taken other preventive actions, such as the maintenance of an information security program that includes updating our technology and security policies, insurance, employee training, and monitoring and routinely testing our information technology systems to reduce the risk of cyber incidents and protect our information technology, they may be insufficient to prevent physical and electronic break-ins, cyber-attacks or other security breaches to our computer systems.

The Company offers promotions, rebates, customer loyalty and other programs through which it may receive personal information, and it or its vendors could experience cyber-attacks, privacy breaches, data breaches or other incidents that result in unauthorized disclosure of consumer, customer, employee or Company information. The Company must also successfully integrate the technology systems of acquired companies into the Company's existing and future technology systems. In addition, we must comply with increasingly complex and rigorous regulatory standards enacted to protect business and personal data in the United States and other jurisdictions regarding privacy, data protection, and data security, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personal data. There is significant uncertainty with respect to compliance with such privacy and data protection laws and regulations, including with respect to the European Union General Data Protection Regulation (GDPR) and the California Consumer Privacy Act of 2018 (CCPA), which went into effect on January 1, 2020 (each of which imposes additional obligations on companies regarding the handling of personal data and provides certain individual privacy rights to persons whose data is stored), because they are continuously evolving and developing and may be interpreted and applied differently from country to country and may create inconsistent or conflicting requirements. Additionally, our efforts to comply with privacy and data protection laws, including the GDPR and CCPA, may impose significant costs and challenges that are likely to increase over time.

If the Company suffers a loss as a result of a breach or other breakdown in its technology, including such cyber-attack, privacy breaches, data breaches, issues with or errors in system maintenance or security, migration of applications to the cloud, power outages, hardware or software failures, denial of service, telecommunication or other incident involving one of the Company's vendors, that result in unauthorized disclosure or significant unavailability of business, financial, personal or stakeholder information, the Company may suffer reputational, competitive and/or business harm and may be exposed to legal liability and government investigations, which may adversely affect the Company's results of operations and/or financial condition. The misuse, leakage or falsification of information could result in violations of data privacy laws, the Company may become subject to legal action and increased regulatory oversight. The Company could also be required to spend significant financial and other resources to remedy the damage caused by a security breach or to repair or replace networks and information systems. In addition, if the Company's suppliers or customers experience such a breach or unauthorized disclosure or system failure, their businesses could be disrupted or otherwise negatively affected, which may result in a disruption in the Company's supply chain or reduced customer orders, which would adversely affect the Company's business operations. We have also outsourced several information technology support services and administrative functions to third-party service providers, including cloud-based service providers, and may outsource other functions in the future to achieve cost savings and efficiencies. If these service providers do not perform effectively due to breach or system failure, we may not be able to achieve the expected benefits and our business may be disrupted.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products and brands.

We consider our intellectual property rights, particularly and most notably our trademarks, but also including patents, trade secrets, copyrights and licensing agreements, to be a significant and valuable aspect of our business. We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as licensing agreements, third party nondisclosure and assignment agreements and policing of third party misuses of our intellectual property. Our failure to obtain or adequately protect our trademarks, products, new features of our products, our technology, or any other form of intellectual property, or any change in law or other changes that serve to lessen or remove the current legal protections of our intellectual property, may diminish our competitiveness and could materially harm our business.

We may be unaware of intellectual property rights of others that may cover some of our technology, brands or products or operations. In addition, if, in the course of developing new products or improving the quality of existing products, we are found to have infringed the intellectual property rights of others, directly or indirectly, such finding could have an adverse impact on our business, financial condition or results of operations and may limit our ability to introduce new products or improve the quality of existing products. Any litigation regarding patents or other intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. Third party claims of intellectual property infringement might also require us to enter into costly license agreements. We also may be subject to significant damages or injunctions against development and sale of certain products.

We are subject to risks generally associated with companies that operate globally.

We are a global company and generated 42% and 40% of our net sales for 2019 and 2018, respectively outside the United States. We manufacture our products in 21 countries and have operations in more than 180 countries, so we are subject to risks inherent in multinational operations. Those risks include:

- compliance with U.S. laws affecting operations outside of the United States, such as OFAC trade sanction regulations and Anti-Boycott regulations,
- compliance with anti-corruption laws, including U.S. Foreign Corrupt Practices Act (FCPA) and U.K. Bribery Act (UKBA),
- compliance with antitrust and competition laws, data privacy laws, and a variety of other local, national and multi-national regulations and laws in multiple regimes,
- changes in tax laws, interpretation of tax laws and tax audit outcomes,
- fluctuations or devaluations in currency values, especially in emerging markets,
- changes in capital controls, including currency exchange controls, government currency policies or other limits on our ability to import raw materials or finished product or repatriate cash from outside the United States,
- changes in local regulations and laws, the lack of well-established, reliable and/or impartial legal systems in certain countries in which we operate and the uncertainty of enforcement of remedies in such jurisdictions, and foreign ownership restrictions and the potential for nationalization or expropriation of property or other resources,
- laws relating to information security, privacy (including the GDPR), cashless payments, and consumer protection,
- uncertainty relating to the future trading relationship between the United Kingdom and European Union as a result of Brexit and its impact on the local and international markets, the flow of goods and materials across borders, and political environments,
- discriminatory or conflicting fiscal policies,
- challenges associated with cross-border product distribution,
- increased sovereign risk, such as default by or deterioration in the economies and credit worthiness of local governments,
- varying abilities to enforce intellectual property, contractual, and other legal rights,
- greater risk of uncollectible accounts and longer collection cycles,
- loss of ability to manage our operations in certain markets which could result in the deconsolidation of such businesses,
- design and implementation of effective control environment processes across our diverse operations and employee base,
- imposition of more or new tariffs, quotas, trade barriers, price controls, and similar restrictions in the countries in which we or our suppliers or manufacturers operate or regulations, taxes or policies that might negatively affect our sales, and
- changes in trade policies and trade relations.

In addition, political and economic changes or volatility, geopolitical regional conflicts, terrorist activity, political unrest and government shutdowns, civil strife, acts of war, public corruption, expropriation and other economic or political or social uncertainties could interrupt and negatively affect our business operations or customer demand. The slowdown in economic growth or high unemployment in some emerging markets could constrain consumer spending, and declining consumer purchasing power could adversely impact our profitability. Continued instability in the banking and governmental sectors of certain countries in the European Union or the dynamics associated with the federal and state debt and budget challenges in the United States could adversely affect us. All of these factors could result in increased costs or decreased revenues, and could materially and adversely affect our product sales, financial condition and results of operations.

There may be uncertainty as a result of key global events during 2020. For example, the continuing uncertainty related to the future trading relationship between the United Kingdom and the European Union arising from the Brexit referendum and international trade disputes, as well as ongoing terrorist activity, may adversely impact global stock markets (including The New York Stock Exchange on which our common shares are traded) and general global economic conditions. All of these factors are outside of our control, but may nonetheless cause us to adjust our strategy in order to compete effectively in global markets.

The results of the United Kingdom's withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and our business.

Following the result of a referendum in 2016, the United Kingdom left the European Union on January 31, 2020, commonly referred to as Brexit. Pursuant to the formal withdrawal arrangements agreed between the United Kingdom and European Union, the United Kingdom will be subject to a transition period until December 31, 2020 (the "Transition Period"), during which time European Union rules will continue to apply. Negotiations between the United Kingdom and the European Union are expected to continue in relation to the customs and trading relationship between the United Kingdom and the European Union following the expiration of the Transition Period.

The uncertainty concerning the United Kingdom's legal, political and economic relationship with the European Union after the Transition Period may be a source of instability in the international markets, create significant currency fluctuations, and/or otherwise adversely affect trading agreements or similar cross-border co-operation arrangements (whether economic, tax, fiscal, legal, regulatory or otherwise). We may also face new regulatory costs and challenges as a result of Brexit (including potentially divergent national laws and regulations between the United Kingdom and European Union) that could have an adverse effect on our operations. For example, the United Kingdom could lose the benefits of global trade agreements negotiated by the European Union on behalf of its members, which may result in increased trade barriers that could make our doing business in the European Union and the European Economic Area more difficult. Any of these developments, or the perception that any of them could occur, could depress economic activity and restrict our access to capital, which could materially and adversely affect our product sales, financial condition and results of operations.

Potential impacts to our business include: (i) reduced efficiency in processing of product shipments between the United Kingdom and other countries that could impact our ability to have sufficient products in the appropriate market for sale to customers, (ii) requirement to increase inventory levels maintained in both the United Kingdom and other countries to ensure adequate supply of product to support both base and promotional activities normally executed with our customers, (iii) increased costs related to incremental warehousing and logistics services required to adequately service our customers, (iv) significant financial impact resulting from tariffs that are implemented between the United Kingdom and other countries as the location of our European production facilities and the markets we sell in regularly require significant import and export shipments involving the United Kingdom, (v) our ability to realize future benefit from other assets on our balance sheet, such as deferred tax assets, may be impacted which could result in additional valuation allowances or reserves being established.

Our operations in certain emerging markets expose us to political, economic and regulatory risks.

Our growth strategy depends in part on our ability to expand our operations in emerging markets. However, some emerging markets have greater political, economic and currency volatility and greater vulnerability to infrastructure and labor disruptions than more established markets. In many countries outside of the United States, particularly those with emerging economies, it may be common for others to engage in business practices prohibited by laws and regulations with extraterritorial reach, such as the FCPA and the UKBA, or local anti-bribery laws. These laws generally prohibit companies and their employees, contractors or agents from making improper payments to government officials, including in connection with obtaining permits or engaging in other actions necessary to do business. Failure to comply with these laws could subject us to civil and criminal penalties that could materially and adversely affect our reputation, financial condition and results of operations.

In addition, competition in emerging markets is increasing as our competitors grow their global operations and low cost local manufacturers expand and improve their production capacities. Our success in emerging markets is critical to our growth strategy. If we cannot successfully increase our business in emerging markets and manage associated political, economic and regulatory risks, our product sales, financial condition and results of operations could be materially and adversely affected.

Adverse changes in the global climate or extreme weather conditions could adversely affect our business or operations.

Climate change is a core business issue for Kellogg to ensure the long-term health and viability of the ingredients we use in our products. As set forth in the Intergovernmental Panel on Climate Change Fifth Assessment Report, there is continuing scientific evidence, as well as concern from members of the general public, that emissions of greenhouse gases and contributing human activities have caused and will continue to cause significant changes in global temperatures and weather patterns and increase the frequency or severity of weather events, wildfires and flooding. As the pressures from climate change and global population growth lead to increased demand, the food system and global supply chain is becoming increasingly vulnerable to acute shocks, leading to increased prices and volatility, especially in the energy and commodity markets. Adverse changes such as these could:

- unfavorably impact the cost or availability of raw or packaging materials, especially if such events have a negative impact on agricultural productivity or on the supply of water;
- disrupt production schedules and our ability, or the ability of our suppliers or contract manufacturers, to manufacture or distribute our products;
- reduce crop size or quality;
- disrupt the retail operations of our customers; or
- unfavorably impact the demand for, or the consumer's ability to purchase, our products.

There is an increased focus by foreign, federal, state and local regulatory and legislative bodies regarding environmental policies relating to climate change, regulating greenhouse gas emissions, energy policies and sustainability, including single use plastics. This new or increased focus may result in new or increased laws and regulations that could cause significant increases in our costs of operation and delivery. In particular, increasing regulation of fuel emissions could substantially increase the distribution and supply chain costs associated with our products. Lastly, consumers and customers may put an increased priority on purchasing products that are sustainably grown and made, requiring us to incur increased costs for additional transparency, due diligence and reporting. As a result, climate change could negatively affect our business and operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters and principal research and development facilities are located in Battle Creek, Michigan.

We operated, as of February 24, 2020, offices, manufacturing plants and distribution and warehousing facilities totaling more than 39 million square feet of building area in the United States and other countries. Our plants have been designed and constructed to meet our specific production requirements, and we periodically invest money for capital and technological improvements. At the time of its selection, each location was considered to be favorable, based on the location of markets, sources of raw materials, availability of suitable labor, transportation facilities, location of our other plants producing similar products, and other factors. Our manufacturing facilities in the United States include four cereal plants and warehouses located in Battle Creek, Michigan; Lancaster, Pennsylvania; Memphis, Tennessee; and Omaha, Nebraska and other plants or facilities in San Jose, California; Rome, Georgia; Kansas City, Kansas; Pikeville, Kentucky; Grand Rapids and Wyoming, Michigan; Blue Anchor, New Jersey; Cary, North Carolina; Cincinnati and Zanesville, Ohio; Muncy, Pennsylvania; Jackson and Rossville, Tennessee.

Outside the United States, we had, as of February 24, 2020, additional manufacturing locations, some with warehousing facilities, in Australia, Austria, Belgium, Brazil, Canada, Colombia, Ecuador, Egypt, Great Britain, India, Japan, Malaysia, Mexico, Poland, Russia, South Africa, South Korea, Spain, Thailand, and Turkey. We also have joint ventures in China, Nigeria, and Ghana which own or operate manufacturing or warehouse facilities.

We generally own our principal properties, including our major office facilities in the United States, although some manufacturing facilities are leased, and no owned property is subject to any major lien or other encumbrance. Distribution facilities (including related warehousing facilities) and offices of non-plant locations typically are leased. In general, we consider our facilities, taken as a whole, to be suitable, adequate, and of sufficient capacity for our current operations.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various legal proceedings, claims, and governmental inspections, audits or investigations arising out of our business which cover matters such as general commercial, governmental regulations, antitrust and trade regulations, product liability, environmental, intellectual property, employment and other actions. In the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on our financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Information on the market for our common stock, number of shareowners and dividends is located in Note 16 within Notes to Consolidated Financial Statements.

In December 2017, the board of directors approved an authorization to repurchase up to \$1.5 billion of our common stock beginning in January 2018 through December 2019. In February 2020, the board of directors approved a new authorization to repurchase up to \$1.5 billion of the Company's common stock through December 2022. These authorizations are intended to allow us to repurchase shares for general corporate purposes and to offset issuances for employee benefit programs.

The following table provides information with respect to purchases of common shares under programs authorized by our board of directors during the quarter ended December 28, 2019.

(millions, except per share data)

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Month #1: 9/29/19-10/26/19	—	\$ —	—	\$ 960
Month #2: 10/27/19-11/23/19	—	\$ —	—	\$ 960
Month #3: 11/24/19-12/28/19	—	\$ —	—	\$ 960

ITEM 6. SELECTED FINANCIAL DATA

Kellogg Company and Subsidiaries

Selected Financial Data

(millions, except per share data and number of employees)	2019	2018	2017	2016	2015
Operating trends					
Net sales	\$ 13,578	\$ 13,547	\$ 12,854	\$ 12,965	\$ 13,525
Gross profit as a % of net sales	32.3%	34.9%	36.6%	37.3%	35.4%
Depreciation	457	493	469	510	526
Amortization	27	23	12	7	8
Advertising expense (a)	676	752	732	736	898
Research and development expense (b)	144	154	148	182	193
Operating profit	1,401	1,706	1,387	1,483	1,268
Operating profit as a % of net sales	10.3%	12.6%	10.8%	11.4%	9.4%
Interest expense	284	287	256	406	227
Net income attributable to Kellogg Company	960	1,336	1,254	699	614
Average shares outstanding:					
Basic	341	347	348	350	354
Diluted	343	348	350	354	356
Per share amounts:					
Basic	2.81	3.85	3.61	1.99	1.74
Diluted	2.80	3.83	3.58	1.97	1.72
Cash flow trends					
Net cash provided by (used in) operating activities	\$ 1,176	\$ 1,536	\$ 403	\$ 1,271	\$ 1,691
Capital expenditures	586	578	501	507	553
Net cash provided by (used in) operating activities reduced by capital expenditures (c)	590	958	(98)	764	1,138
Net cash provided by (used in) investing activities	774	(948)	149	(392)	(1,127)
Net cash provided by (used in) used in financing activities	(1,905)	(566)	(604)	(786)	(706)
Interest coverage ratio (d)	7.2	8.1	9.4	4.6	6.8
Capital structure trends					
Total assets	\$ 17,564	\$ 17,780	\$ 16,351	\$ 15,111	\$ 15,251
Property, net	3,612	3,731	3,716	3,569	3,621
Short-term debt and current maturities of long-term debt	727	686	779	1,069	2,470
Long-term debt	7,195	8,207	7,836	6,698	5,275
Total Kellogg Company equity	2,747	2,601	2,178	1,891	2,128
Share price trends					
Stock price range	\$52-69	\$56-75	\$59-76	\$70-87	\$61-74
Cash dividends per common share	2.26	2.20	2.12	2.04	1.98
Number of employees	31,000	34,000	33,000	37,000	34,000

The above amounts have been restated to include the impact of Accounting Standard Updates adopted in the first quarter of 2018 with the exception of 2015, which was not restated for the Revenue Recognition ASU. Additionally, the above prior year amounts have not been restated to include the impact of the Leases ASU in the first quarter of 2019.

- (a) Recent declines in advertising were the result of foreign currency translation, implementation of efficiency and effectiveness programs including zero-based budgeting, the change in media landscape migrating investment to digital.
- (b) Research and development cost declines are due primarily to shifting investment to food renovation.
- (c) We use this non-GAAP financial measure, which is reconciled above, to focus management and investors on the amount of cash available for debt repayment, dividend distribution, acquisition opportunities, and share repurchase.
- (d) Interest coverage ratio is calculated based on net income attributable to Kellogg Company before interest expense, income taxes, depreciation and amortization, divided by interest expense.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Kellogg Company and Subsidiaries

RESULTS OF OPERATIONS

Business overview

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to help the reader understand Kellogg Company, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in conjunction with, our Consolidated Financial Statements and the accompanying notes thereto contained in Item 8 of this report, as well as Part II, 'Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations' of our Form 10-K for the year ended December 29, 2018, which provides additional information on comparisons of years 2018 and 2017.

For more than 110 years, consumers have counted on Kellogg for great-tasting, high-quality and nutritious foods. These foods include snacks, such as crackers, savory snacks, toaster pastries, cereal bars and bites; and convenience foods, such as, ready-to-eat cereals, frozen waffles, veggie foods and noodles. Kellogg products are manufactured and marketed globally. Consumption and share data noted within is based on Nielsen x-AOC or other comparable source, for the applicable period. Unless otherwise noted, consumption and shipment trends are materially consistent.

Segments

On December 30, 2018 we reorganized our North American business. The reorganization eliminated the legacy business unit structure and internal reporting. In addition, we changed the internal reporting provided to the chief operating decision maker (CODM) and segment manager. As a result, we reevaluated our operating segments. In conjunction with the reorganization, certain global research and development resources and related activities were transferred from the North America business to Corporate. Prior period segment results were not restated for the transfer as the impacts were not considered material.

In addition, we transferred our Middle East, North Africa, and Turkey businesses (MENAT) from Kellogg Europe to Kellogg AMEA, effective December 30, 2018. This consolidated all of the Company's Africa business under a single regional management team. All comparable prior periods have been restated to reflect the change. For the years ended December 29, 2018 and December 30, 2017, the change resulted in \$273 million and \$241 million, respectively, of reported net sales and \$46 million and \$56 million, respectively, of reported operating profit transferring from Europe to AMEA.

On July 28, 2019, we completed the sale of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses to Ferrero International S.A. ("Ferrero") for \$1.3 billion in cash, on a cash-free, debt-free basis and subject to a working capital adjustment mechanism. The operating results for these businesses were included primarily in our North America reporting segment prior to the sale.

We manage our operations through four operating segments that are based primarily on geographic location - North America which includes the U.S. businesses and Canada; Europe which consists principally of European countries; Latin America which consists of Central and South America and includes Mexico; and AMEA (Asia Middle East Africa) which consists of Africa, Middle East, Australia and other Asian and Pacific markets. These operating segments also represent our reportable segments.

Non-GAAP Financial Measures

This filing includes non-GAAP financial measures that we provide to management and investors that exclude certain items that we do not consider part of on-going operations. Items excluded from our non-GAAP financial measures are discussed in the "Significant items impacting comparability" section of this filing. Our management team consistently utilizes a combination of GAAP and non-GAAP financial measures to evaluate business results, to make decisions regarding the future direction of our business, and for resource allocation decisions, including incentive compensation. As a result, we believe the presentation of both GAAP and non-GAAP financial measures provides investors with increased transparency into financial measures used by our management team and improves investors' understanding of our underlying operating performance and in their analysis of ongoing

operating trends. All historic non-GAAP financial measures have been reconciled with the most directly comparable GAAP financial measures.

Non-GAAP Financial Measures

Non-GAAP financial measures used for evaluation of performance include currency-neutral and organic net sales, adjusted and currency-neutral adjusted operating profit, adjusted and currency-neutral adjusted diluted earnings per share (EPS), currency-neutral adjusted gross profit, currency neutral adjusted gross margin, adjusted other income (expense), and cash flow. We determine currency-neutral results by dividing or multiplying, as appropriate, the current-period local currency operating results by the currency exchange rates used to translate our financial statements in the comparable prior-year period to determine what the current period U.S. dollar operating results would have been if the currency exchange rate had not changed from the comparable prior-year period. These non-GAAP financial measures may not be comparable to similar measures used by other companies.

- Currency-neutral net sales and organic net sales: We adjust the GAAP financial measure to exclude the impact of foreign currency, resulting in currency-neutral net sales. In addition, we exclude the impact of acquisitions, divestitures, foreign currency, and differences in shipping days resulting in organic net sales. We excluded the items which we believe may obscure trends in our underlying net sales performance. By providing these non-GAAP net sales measures, management intends to provide investors with a meaningful, consistent comparison of net sales performance for the Company and each of our reportable segments for the periods presented. Management uses these non-GAAP measures to evaluate the effectiveness of initiatives behind net sales growth, pricing realization, and the impact of mix on our business results. These non-GAAP measures are also used to make decisions regarding the future direction of our business, and for resource allocation decisions.
- Adjusted operating profit and diluted EPS: We adjust the GAAP financial measures to exclude the effect of restructuring programs, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), commodities and certain foreign currency contracts, multi-employer pension plan exit liabilities, the gain on divestiture of our cookies, fruit snacks, pie crusts, and ice cream cone businesses, and other costs impacting comparability. We excluded the items which we believe may obscure trends in our underlying profitability. By providing these non-GAAP profitability measures, management intends to provide investors with a meaningful, consistent comparison of the Company's profitability measures for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability, as well as to evaluate the impacts of inflationary pressures and decisions to invest in new initiatives within each of our segments.
- Currency-neutral adjusted gross profit, gross margin, operating profit, and diluted EPS: We adjust the GAAP financial measures to exclude the effect of restructuring programs, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), commodities and certain foreign currency contracts, multi-employer pension plan exit liabilities, the gain on divestiture of our cookies, fruit snacks, pie crusts, and ice cream cone businesses, and other costs impacting comparability, and foreign currency, resulting in currency-neutral adjusted. We excluded the items which we believe may obscure trends in our underlying profitability. By providing these non-GAAP profitability measures, management intends to provide investors with a meaningful, consistent comparison of the Company's profitability measures for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability, as well as to evaluate the impacts of inflationary pressures and decisions to invest in new initiatives within each of our segments.
- Adjusted Other income (expense), net: We adjust the GAAP financial measure to exclude the effect of restructuring programs, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), the gain on the divestiture of our selected cookies, fruit snacks, pie crusts, and ice cream cone businesses, and other costs impacting comparability. We excluded the items which we believe may obscure trends in our underlying profitability. By providing this non-GAAP measure, management intends to provide investors with a meaningful, consistent comparison of the Company's other income (expense), net, excluding the impact of the items noted above, for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability.

- **Adjusted effective income tax rate:** We adjust the GAAP financial measures to exclude the effect of restructuring programs, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), commodities and certain foreign currency contracts, multi-employer pension plan exit liabilities, the gain on divestiture of our selected cookies, fruit snacks, pie crusts, and ice cream cone businesses, and other costs impacting comparability. We excluded the items which we believe may obscure trends in our pre-tax income, the related tax effect of those items, and other impacts to tax expense, including U.S Tax Reform and certain out-of-period adjustments, on our adjusted effective income tax rate. By providing this non-GAAP measure, management intends to provide investors with a meaningful, consistent comparison of the Company's effective tax rate, excluding the impact of items noted above, for the periods presented. Management uses this non-GAAP measure to monitor the effectiveness of initiatives in place to optimize our global tax rate.
- **Cash flow:** Defined as net cash provided by operating activities reduced by expenditures for property additions. Cash flow does not represent the residual cash flow available for discretionary expenditures. We use this non-GAAP financial measure of cash flow to focus management and investors on the amount of cash available for debt repayment, dividend distributions, acquisition opportunities, and share repurchases once all of the Company's business needs and obligations are met. Additionally, certain performance-based compensation includes a component of this non-GAAP measure.

These measures have not been calculated in accordance with GAAP and should not be viewed as a substitute for GAAP reporting measures.

Significant items impacting comparability

Mark-to-market accounting for pension plans, commodities and certain foreign currency contracts

We recognize mark-to-market adjustments for pension plans, commodity contracts, and certain foreign currency contracts as incurred. Actuarial gains/losses for pension plans were recognized in the year they occur. Changes between contract and market prices for commodities contracts and certain foreign currency contracts result in gains/losses that were recognized in the quarter they occur. We recorded a total pre-tax mark-to-market charge of \$104 million for 2019, a total pre-tax mark-to-market charge of \$343 million for 2018 and a total pre-tax mark-to-market benefit of \$45 million in 2017. Included within the aforementioned totals was a pre-tax mark-to-market charge for pension plans of \$98 million for 2019, a pre-tax mark-to-market charge for pension plans of \$335 million for 2018 and a pre-tax mark-to-market benefit for pension plans of \$86 million for 2017.

Project K

Project K continued generating savings used to invest in key strategic areas of focus for the business. We recorded pre-tax charges related to this program of \$54 million in 2019, \$143 million in 2018 and \$263 million in 2017.

See the Restructuring and cost reduction activities section for more information.

Brexit impacts

With the uncertainty associated with the United Kingdom's (U.K.) exit from the European Union (EU), commonly referred to as Brexit, we have begun preparations to proactively prepare for the potential adverse impacts of Brexit, such as delays at ports of entry and departure. As a result, we incurred pre-tax charges of \$9 million in 2019 and a pre-tax charge of \$3 million in 2018.

Business and portfolio realignment

One-time costs related to divestitures and acquisitions, including the divestiture of our cookies, fruit snacks, pie crusts, and ice-cream cone businesses; reorganizations in support of our Deploy for Growth priorities and a reshaped portfolio; and investments in enhancing capabilities prioritized by our Deploy for Growth strategy. As a result, we incurred pre-tax charges, primarily related to reorganizations of \$156 million in 2019 and \$5 million in 2018.

Multi-employer pension plan exit liability

During the third quarter of 2019, the Company incurred a pre-tax charge of \$132 million due to withdrawing from two multi-employer pension plans.

Divestitures

On July 28, 2019, the Company completed its sale of selected cookies, fruit and fruit flavored snacks, pie crusts, and ice cream cones businesses to Ferrero for approximately \$1.3 billion in cash, subject to a working capital adjustment mechanism. Both the total assets and net assets of the businesses were approximately \$1.3 billion, resulting in a net pre-tax gain of \$38 million during the third quarter, recorded in other income and (expense). Additionally, the company recognized curtailment gains related to the divestiture totaling \$17 million in our U.S. pension and nonpension postretirement plans.

The operating results for the divested businesses were primarily included in the North America reporting segment prior to the sale. Reported net sales for the divested businesses totaled \$308 million for the last five months of the year ended December 29, 2018.

Acquisitions

In October of 2017, the Company acquired Chicago Bar Company LLC manufacturer of RXBAR, a high protein snack bar made of simple ingredients. In our North America reported segments for the year ended December 29, 2018, the acquisition added \$186 million in net sales that impacted the comparability of 2017 reported results.

In May of 2018, the Company acquired an incremental 1% ownership interest in Multipro, which along with concurrent changes to the shareholders' agreement, resulted in the Company now having a 51% controlling interest in and began consolidating Multipro, a leading distributor of a variety of food products in Nigeria and Ghana. In our AMEA reportable segment, year ended December 28, 2019, the acquisition added \$271 million in net sales that impacted the comparability of 2018 reported results. Additionally, for the year ended December 29, 2018, the acquisition added \$536 million in net sales that impacted the comparability of 2017 reported results.

Shipping day differences

In December 2017, we eliminated a one-month timing difference in reporting of the financial results for the Parati Group. This update resulted in an additional month of financial results being reported in the year ended December 30, 2017, which included \$14 million of net sales that impacted the comparability of 2018 versus 2017.

Out-of-period adjustment

During the fourth quarter of 2019, we recorded an out-of-period adjustment to correct an error related to a prior year which increased income tax expense by \$39 million. See Note 13 to the Consolidated Financial Statements.

U.S. Tax Reform

The adoption of U.S. Tax Reform impacted income tax expense in 2018 resulting in a net \$11 million reduction of income tax expense for the year ended December 29, 2018, primarily related to the transition tax and assertion on foreign earnings.

Gain on unconsolidated entities, net

In connection with the Multipro business combination, the Company recognized a one-time, non-cash gain on the disposition of our previously held equity interest in Multipro of \$245 million. Additionally, the Company exercised its call option to acquire a 50% interest in Tolaram Africa Foods, PTE LTD, a holding company with a 49% equity interest in an affiliated food manufacturer, resulting in the Company having a 24.5% interest in the affiliated food manufacturer. In conjunction with the exercise, the Company recognized a one-time, non-cash loss of \$45 million, which represents an other than temporary excess of cost over fair value of the investment. These amounts were recorded within Earnings (loss) from unconsolidated entities during the second quarter of 2018.

Foreign currency translation

We evaluate the operating results of our business on a currency-neutral basis. We determine currency-neutral operating results by dividing or multiplying, as appropriate, the current period local currency operating results by the currency exchange rates used to translate our financial statements in the comparable prior year period to determine what the current period U.S. dollar operating results would have been if the currency exchange rate had not changed from the comparable prior-year period. Organic net sales exclude the impact of acquisitions, including the foreign currency impact calculated by applying the prior year foreign currency rates to current period results.

Financial results

For the full year 2019, our reported net sales increased by 0.2% as a full year of Multipro results and organic net sales growth were largely offset by unfavorable foreign currency and the absence of results from the businesses divested in July. Organic net sales increased 1.9% after excluding the impact of acquisitions, divestitures, and foreign currency, with growth in all four regions.

Reported operating profit decreased 18% due primarily to higher business and portfolio realignment charges, the multi-employer pension plan exit liability and the absence of results from the businesses divested in July partially offset by lower Project K costs. Currency-neutral adjusted operating profit decreased 4.9% after excluding the impact of business and portfolio realignment, multi-employer pension plan exit liability, Project K and foreign currency.

Reported diluted EPS of \$2.80 was down 27% compared to the prior year of \$3.83 due to a one-time non-cash gain related to our transaction in West Africa in the prior year, higher business and portfolio realignment charges, the multi-employer pension plan exit liability and the absence of results from the businesses divested in July partially offset by lower Project K costs and favorable mark-to-market impacts. Currency-neutral adjusted diluted EPS of \$4.00 decreased 7.6% compared to \$4.33 in the prior year, after excluding business and portfolio realignment, multi-employer pension plan exit liability, gain from unconsolidated entities, Project K, mark-to-market, and foreign currency.

Reconciliation of certain non-GAAP Financial Measures

Consolidated results (dollars in millions, except per share data)	2019		2018	
Reported net income attributable to Kellogg Company	\$	960	\$	1,336
Mark-to-market (pre-tax)		(104)		(343)
Project K (pre-tax)		(54)		(143)
Brexit impacts (pre-tax)		(9)		(3)
Business and portfolio realignment (pre-tax)		(156)		(5)
Multi-employer pension plan exit liability (pre-tax)		(132)		—
Gain on divestiture (pre-tax)		55		—
Income tax impact applicable to adjustments, net*		50		109
Adoption of U.S. Tax Reform		—		11
Out-of-period adjustment		(39)		—
Gain from unconsolidated entities, net		—		200
Adjusted net income attributable to Kellogg Company	\$	1,349	\$	1,510
Foreign currency impact		(22)		
Currency-neutral adjusted net income attributable to Kellogg Company	\$	1,371	\$	1,510
Reported diluted EPS	\$	2.80	\$	3.83
Mark-to-market (pre-tax)		(0.30)		(0.98)
Project K (pre-tax)		(0.15)		(0.41)
Brexit impacts (pre-tax)		(0.02)		(0.01)
Business and portfolio realignment (pre-tax)		(0.46)		(0.01)
Multi-employer pension plan exit liability (pre-tax)		(0.39)		—
Gain on divestiture (pre-tax)		0.16		—
Income tax impact applicable to adjustments, net*		0.14		0.30
Adoption of U.S. Tax Reform		—		0.04
Out-of-period adjustment		(0.12)		—
Gain from unconsolidated entities, net		—		0.57
Adjusted diluted EPS	\$	3.94	\$	4.33
Foreign currency impact		(0.06)		
Currency-neutral adjusted diluted EPS	\$	4.00	\$	4.33
Currency-neutral adjusted diluted EPS growth		(7.6)%		

Note: Tables may not foot due to rounding.

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

* Represents the estimated income tax effect on the reconciling items, using weighted-average statutory tax rates, depending upon the applicable jurisdiction.

Net sales and operating profit

2019 compared to 2018

The following tables provide an analysis of net sales and operating profit performance for 2019 versus 2018:

Year ended December 28, 2019							
(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellogg Consolidated	
Reported net sales	\$ 8,390	\$ 2,092	\$ 940	\$ 2,156	\$ —	\$ 13,578	
Foreign currency impact on total business (inc)/dec	(11)	(101)	(33)	(87)	—	(231)	
Currency-neutral net sales	\$ 8,400	\$ 2,193	\$ 973	\$ 2,243	\$ —	\$ 13,810	
Acquisitions	—	—	—	271	—	271	
Foreign currency impact on acquisitions (inc)/dec	—	—	—	49	—	49	
Organic net sales	\$ 8,400	\$ 2,193	\$ 973	\$ 1,922	\$ —	\$ 13,489	

Year ended December 29, 2018

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellogg Consolidated	
Reported net sales	\$ 8,688	\$ 2,122	\$ 947	\$ 1,790	\$ —	\$ 13,547	
Divestitures	305	—	4	—	—	308	
Organic net sales	\$ 8,383	\$ 2,122	\$ 943	\$ 1,790	\$ —	\$ 13,239	

% change - 2019 vs. 2018:

Reported growth	(3.4)%	(1.4)%	(0.7)%	20.4 %	—%	0.2 %	
Foreign currency impact on total business (inc)/dec	(0.1)%	(4.7)%	(3.5)%	(4.9)%	—%	(1.7)%	
Currency-neutral growth	(3.3)%	3.3 %	2.8 %	25.3 %	—%	1.9 %	
Acquisitions	— %	— %	— %	15.2 %	—%	2.0 %	
Divestitures	(3.5)%	— %	(0.4)%	— %	—%	(2.4)%	
Foreign currency impact on acquisitions/divestitures (inc)/dec	— %	— %	— %	2.7 %	—%	0.4 %	
Organic growth	0.2 %	3.3 %	3.2 %	7.4 %	—%	1.9 %	
Volume (tonnage)	(1.8)%	1.7 %	— %	2.2 %	—%	(0.2)%	
Pricing/mix	2.0 %	1.6 %	3.2 %	5.2 %	—%	2.1 %	

Note: Tables may not foot due to rounding.

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Year ended December 28, 2019

(millions)	North America	Europe	Latin America	AMEA	Corporate*	Kellogg Consolidated
Reported operating profit	\$ 1,215	\$ 223	\$ 85	\$ 195	\$ (316)	\$ 1,401
Mark-to-market	—	—	—	—	(7)	(7)
Project K	(29)	(3)	(15)	(4)	(4)	(54)
Brexit impacts	—	(9)	—	—	—	(9)
Business and portfolio realignment	(58)	(46)	(4)	(12)	(42)	(161)
Multi-employer pension plan exit liability	(132)	—	—	—	—	(132)
Adjusted operating profit	\$ 1,434	\$ 280	\$ 104	\$ 211	\$ (264)	\$ 1,764
Foreign currency impact	(1)	(13)	(1)	(8)	—	(23)
Currency-neutral adjusted operating profit	\$ 1,434	\$ 293	\$ 105	\$ 219	\$ (264)	\$ 1,788

Year ended December 29, 2018

(millions)	North America	Europe	Latin America	AMEA	Corporate*	Kellogg Consolidated
Reported operating profit	\$ 1,397	\$ 251	\$ 102	\$ 174	\$ (218)	\$ 1,706
Mark-to-market	—	—	—	—	7	7
Project K	(107)	(26)	(15)	(18)	(7)	(173)
Brexit impacts	—	(3)	—	—	—	(3)
Business and portfolio realignment	(3)	—	—	—	(2)	(5)
Adjusted operating profit	\$ 1,507	\$ 280	\$ 117	\$ 192	\$ (216)	\$ 1,880

% change - 2019 vs. 2018:

Reported growth	(13.0)%	(11.2)%	(16.8)%	11.9 %	(44.6)%	(17.8)%
Mark-to-market	— %	— %	— %	— %	(7.7)%	(0.7)%
Project K	4.3 %	7.5 %	(2.7)%	8.6 %	2.6 %	4.8 %
Brexit impacts	— %	(2.4)%	— %	0.2 %	— %	(0.4)%
Business and portfolio realignment	(3.6)%	(16.4)%	(3.0)%	(6.3)%	(18.1)%	(8.3)%
Multi-employer pension plan exit liability	(8.8)%	— %	— %	— %	— %	(7.1)%
Adjusted growth	(4.9)%	0.1 %	(11.1)%	9.4 %	(21.4)%	(6.1)%
Foreign currency impact	— %	(4.5)%	(1.2)%	(4.4)%	0.1 %	(1.2)%
Currency-neutral adjusted growth	(4.9)%	4.6 %	(9.9)%	13.8 %	(21.5)%	(4.9)%

Note: Tables may not foot due to rounding.

* Corporate in 2019 includes the cost of certain global research and development activities that were previously included in the North America reportable segment in 2018 that totaled approximately \$48 million.

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

North America

Reported net sales decreased 3.4% versus the prior year due primarily to the absence of results from the businesses divested in July partially offset by favorable price/mix. Organic net sales increased 0.2% after excluding the impact of the divestiture and foreign currency.

Net sales % change - 2019 vs. 2018:

North America	Reported Net Sales	Foreign Currency	Currency-Neutral Net Sales	Divestitures	Organic Net Sales
Snacks	(4.1)%	(0.1)%	(4.0)%	(7.1)%	3.1 %
Cereal	(4.1)%	(0.2)%	(3.9)%	— %	(3.9)%
Frozen	1.6 %	(0.1)%	1.7 %	— %	1.7 %

North America snacks reported net sales decreased 4.1% due primarily to the divestitures. Organic net sales increased 3.1% from the prior year due primarily to sustained momentum and innovations in key brands, including *Cheez-It*, *Rice Krispies Treats*, *Pringles* and *Pop-Tarts* partially offset by the first quarter supplier-related recall of RXBAR.

North America cereal reported net sales declined by 4.1% largely due to reduced advertising and promotional activity during two waves of pack-size harmonization during the first half of the year as well as softness in *Special K* and *Mini-Wheats*.

North America frozen foods reported net sales increased by 1.6%, lapping strong year-ago growth and negative impact of phasing out certain SKU's. More than offsetting these factors was accelerated growth in *MorningStar Farms* as net sales, consumption, and share grew during the year on innovation and strong commercial programs.

North America reported operating profit decreased 13% due primarily to higher business and portfolio realignment charges, the multi-employer pension plan exit liability and the absence of results from the businesses divested in July partially offset by lower Project K costs. Currency-neutral adjusted operating profit declined 4.9% as growth in the base business was more than offset by the impact of the divestiture. Additionally, North America operating profit benefited from the transfer of certain global research and development activities from North America to Corporate at the beginning of 2019.

Europe

Reported net sales decreased 1.4% due to unfavorable foreign currency partially offset by higher volume and favorable pricing/mix. Organic net sales increased 3.3% after excluding the impact of foreign currency.

Growth was driven by snacks, led by Pringles, with increased net sales and consumption in key markets behind innovation, effective brand-building, and new pack formats.

Cereal net sales decreased slightly, moderating from recent years' declines. Our share was relatively flat across the region.

As reported operating profit decreased 11% due primarily to higher one-time costs and unfavorable foreign currency. Currency-neutral adjusted operating profit increased 4.6% after excluding the impact of foreign currency and one-time costs.

Latin America

Reported net sales decreased 0.7% due to unfavorable foreign currency and the impact of the divestiture, partially offset by favorable pricing/mix. Organic net sales increased 3.2% after excluding the impact of the divestiture and foreign currency, led by growth in Mexico and Brazil.

Cereal net sales growth in Mexico for the year, despite lapping strong prior year comparisons. Cereal net sales in Brazil also increased despite category softness.

Snacks net sales growth was led by Pringles, led by increased net sales and consumption growth in Mexico for the year.

Reported operating profit decreased 17% due primarily to higher input costs and investments as well as higher one-time costs and unfavorable foreign currency. Currency-neutral adjusted operating profit decreased 10% after excluding the impact of foreign currency and one-time costs.

AMEA

Reported net sales improved 20% primarily due to a full year of Multipro results, Pringles growth across the region, and favorable pricing/mix, partially offset by unfavorable foreign currency. Organic net sales increased 7.4% after excluding the acquisition impact of Multipro and foreign currency.

Multipro posted double-digit reported net sales growth during the year and contributed to organic growth beginning in May, lapping last year's consolidation of the business.

Snacks posted solid growth led by sustained momentum in Pringles, which grew net sales and consumption collectively across the region.

Reported operating profit increased 12% due to a full year of Multipro results, higher organic net sales, and the reversal of indirect excise tax liabilities largely the result of participating in a tax amnesty program, partially offset by unfavorable foreign currency. Currency-neutral adjusted operating profit improved 14% after excluding the impact of foreign currency, Project K, and business and portfolio realignment.

Corporate

Reported operating profit decreased \$98 million versus the prior year due primarily to higher business and portfolio realignment costs, unfavorable mark-to-market impacts, and the transfer of certain global research and development activities from North America to Corporate at the beginning of 2019. These impacts were partially offset by lower Project K costs. Currency-neutral adjusted operating profit decreased \$48 million after excluding the impact of mark-to-market, Project K, and business and portfolio realignment costs.

2018 compared to 2017

The following tables provide an analysis of net sales and operating profit performance for 2018 versus 2017:

Year ended December 29, 2018							
(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellogg Consolidated	
Reported net sales	\$ 8,688	\$ 2,122	\$ 947	\$ 1,790	\$ —	\$ 13,547	
Foreign currency impact on total business (inc)/dec	(3)	46	(47)	(102)	—	(106)	
Currency-neutral net sales	\$ 8,691	\$ 2,076	\$ 994	\$ 1,892	\$ —	\$ 13,653	
Acquisitions	186	—	—	536	—	722	
Foreign currency impact on acquisitions (inc)/dec	—	—	—	89	—	89	
Organic net sales	\$ 8,505	\$ 2,076	\$ 994	\$ 1,267	\$ —	\$ 12,842	

Year ended December 30, 2017

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellogg Consolidated	
Reported net sales	\$ 8,673	\$ 2,050	\$ 944	\$ 1,187	\$ —	\$ 12,854	
Shipping day differences	—	—	14	—	—	14	
Organic net sales	\$ 8,673	\$ 2,050	\$ 930	\$ 1,187	\$ —	\$ 12,840	

% change - 2018 vs. 2017:

Reported growth	0.2 %	3.5 %	0.3 %	50.8 %	—%	5.4 %	
Foreign currency impact	— %	2.2 %	(5.0)%	(8.6)%	—%	(0.8)%	
Currency-neutral growth	0.2 %	1.3 %	5.3 %	59.4 %	—%	6.2 %	
Acquisitions	2.1 %	— %	— %	45.2 %	—%	5.6 %	
Shipping day differences	— %	— %	(1.6)%	— %	—%	(0.1)%	
Foreign currency impact on acquisitions (inc)/dec	— %	— %	— %	7.5 %	—%	0.7 %	
Organic growth	(1.9)%	1.3 %	6.9 %	6.7 %	—%	— %	
Volume (tonnage)	(0.2)%	1.9 %	6.6 %	9.3 %	—%	1.9 %	
Pricing/mix	(1.7)%	(0.6)%	0.3 %	(2.6)%	—%	(1.9)%	

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Year ended December 29, 2018

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellogg Consolidated
Reported operating profit	\$ 1,397	\$ 251	\$ 102	\$ 174	\$ (218)	\$ 1,706
Mark-to-market	—	—	—	—	7	7
Project K	(107)	(26)	(15)	(18)	(7)	(173)
Brexit impacts	—	(3)	—	—	—	(3)
Business and portfolio realignment	(3)	—	—	—	(2)	(5)
Adjusted operating profit	\$ 1,507	\$ 280	\$ 117	\$ 192	\$ (216)	\$ 1,880
Foreign currency impact	(2)	6	(3)	(7)	3	(3)
Currency-neutral adjusted operating profit	\$ 1,509	\$ 274	\$ 120	\$ 199	\$ (219)	\$ 1,883

Year ended December 30, 2017

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellogg Consolidated
Reported operating profit	\$ 1,246	\$ 220	\$ 108	\$ 140	\$ (327)	\$ 1,387
Mark-to-market	—	—	—	—	(81)	(81)
Project K	(345)	(37)	(8)	(14)	(7)	(411)
Adjusted operating profit	\$ 1,591	\$ 257	\$ 116	\$ 154	\$ (239)	\$ 1,879

% change - 2018 vs. 2017:

Reported growth	12.1 %	14.6 %	(5.2)%	23.0 %	33.1 %	22.9 %
Mark-to-market	— %	— %	— %	— %	25.2 %	7.3 %
Project K	17.6 %	6.4 %	(5.6)%	(0.7)%	(0.5)%	16.1 %
Brexit impacts	— %	(1.0)%	— %	— %	— %	(0.2)%
Business and portfolio realignment	(0.2)%	— %	— %	— %	(0.8)%	(0.3)%
Adjusted growth	(5.3)%	9.2 %	0.4 %	23.7 %	9.2 %	— %
Foreign currency impact	(0.1)%	2.3 %	(2.8)%	(4.6)%	0.6 %	(0.1)%
Currency-neutral adjusted growth	(5.2)%	6.9 %	3.2 %	28.3 %	8.6 %	0.1 %

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

North America

Reported net sales increased 0.2% primarily due to the RX acquisition partially offset by unfavorable price/mix as a result of the year-on-year impact of list-price adjustments and rationalization of stock-keeping units related to the transition out of Direct-Store Delivery (DSD) in the back half of 2017, and a slight decrease in volume. Organic net sales decreased 1.9% from the prior year after excluding the impact of acquisitions and foreign currency.

Net sales % change - 2018 vs. 2017:

North America	Reported Net Sales	Foreign Currency	Currency-Neutral Net Sales	Acquisitions	Organic Net Sales
Snacks	0.4 %	— %	0.4 %	3.7%	(3.3)%
Cereal	(2.7)%	(0.1)%	(2.6)%	—%	(2.6)%
Frozen	7.4 %	(0.1)%	7.5 %	—%	7.5 %

North America snacks reported net sales increased 0.4% due to the RX acquisition partially offset by unfavorable price/mix as a result of the year-on-year impact of list-price adjustments and rationalization of stock-keeping units

related to the DSD exit in the back half of 2017. Organic net sales decreased 3.3% from the prior year after excluding the impact of acquisitions.

North America cereal reported net sales declined by 2.7% on lower volume and unfavorable pricing/mix as consumption and share were impacted by category-wide softness and the mid-year supply chain disruption for *Honey Smacks*, which returned to shelves in the fourth quarter, but offset improving performance elsewhere in the portfolio.

North America frozen foods reported net sales increased by 7.4% on higher volume and favorable price/mix. Eggo® grew share and consumption during the year, benefiting from renovated food and packaging, including the relaunch of our premium Thick N' Fluffy line as well as continued success with Disney-shaped waffles. *Morningstar Farms'* consumption accelerated in 2018, as we refocused on our core offerings, renovating our food for cleaner labeling and honing our message around plant-based protein.

Reported operating profit increased 12% from the prior year primarily due to lower restructuring charges as the prior year included costs associated with our DSD transition partially offset by a double-digit increase in brand building. Currency-neutral adjusted operating profit decreased 5.2% after excluding the impact of restructuring charges.

Europe

Reported net sales increased 3.5% due primarily to higher volume and favorable foreign currency partially offset by unfavorable pricing/mix. Organic net sales increased 1.3% after excluding the impact of foreign currency.

The return to organic net sales growth in 2018 was led by broad-based growth in *Pringles*, and by expansion in Russia.

In *Pringles*, we ran a successful campaign during the World Cup in the summer and sustained the brand with new pack formats and effective media. The brand grew share in seven of our eight major markets.

Cereal net sales declines moderated during 2018 due to improving share performance in markets across the region. Most notably, we grew share in both the U.K. and France, continuing its improving trend with growth in several brands.

Reported operating profit increased 14.6% due to higher net sales, lower restructuring charges, and favorable foreign currency. Currency-neutral adjusted operating profit increased 6.9% after excluding the impact of restructuring charges and foreign currency.

Latin America

Reported net sales increased 0.3% due to higher volume partially offset by shipping day differences, unfavorable pricing/mix and unfavorable foreign currency. Organic net sales increased 6.9%, led by Mexico and Mercosur markets, after excluding the impact of foreign currency and shipping days.

Mexico posted net sales growth during the year on higher volume and favorable pricing/mix, growing consumption and share in cereal. Across the region, our cereal sales grew at a mid-single digit rate in 2018.

Our snacks business posted growth, led by *Pringles* in Mexico and Caribbean/Central America.

Parati net sales grew on higher volume and favorable pricing/mix, and continued to grow consumption and share in Brazil, despite the trucker strike and volatile political environment.

Reported operating profit decreased 5.2%, primarily due to higher restructuring charges and unfavorable foreign currency. Currency-neutral adjusted operating profit increased 3.2% after excluding the impact of restructuring and foreign currency.

AMEA

Reported net sales increased 51% due primarily to the consolidation of the Multipro business partially offset by unfavorable foreign currency. Organic net sales increased 6.7% on higher volume and slightly favorable pricing/mix after excluding Multipro results and the impact of foreign currency.

Organic growth was led by cereal, whose broad-based growth accelerated in 2018. Our cereal business held share in the stabilized Australia market, gained share in markets like Japan and Korea, and continued to generate double-digit growth in emerging markets like India and Southeast Asia.

Our *Pringles* business posted high single-digit growth for the year as we continue to expand product offerings in certain markets while launching new pack-formats in others, extending the brand's distribution reach.

Reported operating profit increased 23% due to the consolidation of Multipro beginning in May 2018, as well as productivity and brand-building efficiencies as a result of Project K, partially offset by unfavorable foreign currency. Currency-neutral adjusted operating profit improved 28% after excluding the impact of restructuring and foreign currency.

Corporate

As reported operating expense improved 33% due primarily to favorable mark-to-market impacts. Currency-neutral adjusted operating profit increased 8.6% due primarily to lower pension costs, after excluding the impact of mark-to-market, restructuring and foreign currency.

Margin performance

2019 versus 2018 gross margin performance was as follows:

	2019	2018	Change vs. prior year (pts.)
Reported gross margin (a)	32.3 %	34.9 %	(2.6)
Mark-to-market	— %	0.1 %	(0.1)
Project K	(0.3)%	(0.8)%	0.5
Brexit impacts	— %	— %	—
Business and portfolio realignment	(0.1)%	— %	(0.1)
Multi-employer pension plan exit liability	(1.0)%	— %	(1.0)
Foreign currency impact	— %	— %	—
Currency-neutral adjusted gross margin	33.7 %	35.6 %	(1.9)

Note: Tables may not foot due to rounding.

For information on the reconciling items in the table above, please refer to the Significant items impacting comparability section.

(a) Reported gross margin as a percentage of net sales. Gross margin is equal to net sales less cost of goods sold.

Reported gross margin for the year ended December 28, 2019, was unfavorable 260 basis points due primarily to the recognition of a \$132 million liability related to our exit from two multi-employer pension plans. Additionally, margins were negatively impacted by the consolidation of Multipro results, higher input costs, mix shifts and costs related to growth in new pack formats. Currency-neutral adjusted gross margin was unfavorable 190 basis points compared to the prior year after eliminating the impact of the multi-employer pension plan exit liability, mark-to-market, Project K, and business and portfolio realignment.

Our 2019 and 2018 currency-neutral adjusted gross profit is reconciled to the most comparable U.S. GAAP measures as follows:

(dollars in millions)	2019		2018	
Reported gross profit (a)	\$	4,381	\$	4,726
Mark-to-market		(4)		6
Project K		(35)		(99)
Brexit impacts		(9)		(2)
Business and portfolio realignment		(17)		—
Multi-employer pension plan exit liability		(132)		—
Foreign currency impact		(73)		—
Currency-neutral adjusted gross profit	\$	4,651	\$	4,821

Note: Tables may not foot due to rounding.

For more information on the reconciling items in the table above, please refer to the Significant items impacting comparability section.

(a) Gross profit is equal to net sales less cost of goods sold.

2018 versus 2017 gross margin performance was as follows:

			Change vs. prior year (pts.)
	2018	2017	
Reported gross margin (a)	34.9 %	36.6 %	(1.7)
Mark-to-market	0.1 %	(0.6)%	0.7
Project K	(0.8)%	(0.9)%	0.1
Brexit impacts	— %	— %	—
Foreign currency impact	0.1 %	— %	0.1
Currency-neutral adjusted gross margin	35.5 %	38.1 %	(2.6)

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Reported gross margin for the year was unfavorable 170 basis points due primarily to the consolidation of Multipro results, the impact of the snacks transition out of DSD, and adverse mix and distribution costs, much of which was related to growth in new pack formats. Productivity and cost savings combined to offset rising inflation in distribution and packaging. These impacts were offset somewhat by favorable mark-to-market, lower restructuring costs and favorable foreign currency. Currency-neutral adjusted gross margin was unfavorable 260 basis points compared to the prior year after eliminating the impact of mark-to-market, restructuring and foreign currency.

Our 2018 and 2017 currency-neutral adjusted gross profit is reconciled to the most comparable U.S. GAAP measures as follows:

(dollars in millions)	2018		2017	
Reported gross profit (a)	\$	4,726	\$	4,699
Mark-to-market		6		(79)
Project K		(99)		(115)
Brexit impacts		(2)		—
Foreign currency impact		(19)		—
Currency-neutral adjusted gross profit	\$	4,840	\$	4,893

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Restructuring programs

We view our restructuring and cost reduction activities as part of our operating principles to provide greater visibility in achieving our long-term profit growth targets. Initiatives undertaken are currently expected to recover cash implementation costs within a three to five-year period of completion. Upon completion (or as each major stage is completed in the case of multi-year programs), the project begins to deliver cash savings and/or reduced depreciation.

Project K

As of the end of 2019, the Company has completed implementation of all Project K initiatives. Total project charges, after-tax cash costs and annual savings delivered by Project K were in line with expectations.

Since inception, Project K has reduced the Company's cost structure, and provided enduring benefits, including an optimized supply chain infrastructure, an efficient global business services model, a global focus on categories, increased agility from a more efficient organization design, and improved effectiveness in go-to-market models. These benefits have strengthened existing businesses in core markets, increased growth in developing and emerging markets, and driven an increased level of value-added innovation.

Cumulatively, Project K resulted in total pre-tax charges of approximately \$1.6 billion, with after-tax cash costs, including incremental capital investments of approximately \$1.2 billion.

Annual cost savings generated from Project K are approximately \$700 million. These savings were realized primarily in selling, general and administrative expense with additional benefit realized in gross profit as cost of goods sold savings are partially offset by negative volume and price impacts resulting from go-to-market business model changes. The overall savings profile of the project reflects our go-to-market initiatives that will impact both selling, general and administrative expense and gross profit. Cost savings have been utilized to offset inflation and fund investments in areas such as in-store execution, sales capabilities, including adding sales representatives, and in the design and quality of our products. We have also invested in production capacity in developing and emerging markets, and in global category teams.

Refer to Note 5 within Notes to Consolidated Financial Statements for further information related to Project K and other restructuring activities.

Other Programs

During 2019, the Company announced a reorganization plan for the European reportable segment designed to simplify the organization, increase organizational efficiency, and enhance key processes. The overall project is expected to be substantially completed by the end of fiscal year 2020.

The project is expected to result in cumulative pretax net charges of approximately \$40 million, including certain non-cash credits. Cash costs are expected to be approximately \$50 million. The total expected charges will include severance and other termination benefits and charges related to relocation, third party legal and consulting fees, and contract termination costs.

The Company recorded total net charges of \$38 million related to this initiative during 2019, with \$43 million recorded in SG&A expense and \$(5) million recorded in OIE.

Also during 2019, the Company announced a reorganization plan which primarily impacts the North America reportable segment. The reorganization plan is designed to simplify the organization that supports the remaining North America reportable segment after the divestiture and related transition. The overall project is expected to be substantially completed by the end of fiscal year 2020.

The overall project is expected to result in cumulative pretax charges of approximately \$30 million. Cash costs are expected to approximate the pretax charges. Total expected charges will include severance and other termination benefits and charges related to third party consulting fees.

The Company recorded total charges of \$21 million related to this initiative during 2019. These charges were recorded in SG&A expense.

Foreign currency translation

The reporting currency for our financial statements is the U.S. dollar. Certain of our assets, liabilities, expenses and revenues are denominated in currencies other than the U.S. dollar, primarily in the euro, British pound, Mexican peso, Australian dollar, Canadian dollar, Brazilian Real, Nigerian Naira, and Russian ruble. To prepare our consolidated financial statements, we must translate those assets, liabilities, expenses and revenues into U.S. dollars at the applicable exchange rates. As a result, increases and decreases in the value of the U.S. dollar against these other currencies will affect the amount of these items in our consolidated financial statements, even if their value has not changed in their original currency. This could have significant impact on our results if such increase or decrease in the value of the U.S. dollar is substantial.

Interest expense

Interest expense was \$284 million and \$287 million for the years ended December 28, 2019 and December 29, 2018, respectively. Interest expense capitalized as part of the construction cost of fixed assets was immaterial for both periods. The slight decrease from the prior year is due primarily to interest savings related to the debt redemption and the impact of a favorable settlement of tax-related interest partially offset by debt redemption costs.

Interest income (recorded in other income (expense), net) was \$24 million and \$16 million for the years ended December 28, 2019 and December 29, 2018, respectively.

Income taxes

Our reported effective tax rate for 2019 and 2018 was 24.6% and 13.6%, respectively.

The 2019 effective income tax rate was unfavorably impacted by a permanent basis difference in the assets sold to Ferrero as well as an out-of-period correction. During the fourth quarter of 2019, we recorded an out-of-period adjustment to correct an error in the tax rate applied to a deferred tax asset arising from an intellectual property transfer in a prior year. The adjustment increased income tax expense and decreased deferred tax assets by \$39 million, respectively. We determined the adjustment to be immaterial to our Consolidated Financial Statements for the year ended December 28, 2019 and related prior annual and quarterly periods.

The 2018 effective tax rate benefited from an \$11 million net reduction of income tax expense related to our adoption of U.S. Tax Reform, the favorable impact of discretionary pension contributions totaling \$250 million, which were designated as 2017 tax year contributions, and a \$44 million discrete tax benefit as a result of the remeasurement of deferred taxes following a legal entity restructuring.

Adjusted effective tax rates for 2019 and 2018 and were 19.5% and 16.5%, respectively.

The following table provides a reconciliation of reported to adjusted income taxes and effective income tax rate for 2019 and 2018.

Consolidated results (dollars in millions)	2019	2018
Reported income taxes	\$ 321	\$ 181
Mark-to-market	(24)	(75)
Project K	(14)	(33)
Brexit impacts	(1)	—
Business and portfolio realignment	(35)	(1)
Multi-employer pension plan exit liability	(31)	—
Gain on divestiture	55	—
Out-of-period adjustment	39	—
Adoption of U.S. Tax Reform	—	(11)
Adjusted income taxes	\$ 333	\$ 301
Reported effective income tax rate	24.6 %	13.6 %
Mark-to-market	0.1	(1.7)
Project K	(0.1)	(0.6)
Brexit impacts	0.1	—
Business and portfolio realignment	(0.1)	—
Multi-employer pension plan exit liability	(0.1)	—
Gain on divestiture	2.5	—
Out-of-period adjustment	2.7	—
Adoption of U.S. Tax Reform	— %	(0.6)%
Adjusted effective income tax rate	19.5 %	16.5 %

Note: Tables may not foot due to rounding.

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Fluctuations in foreign currency exchange rates could impact the expected effective income tax rate as it is dependent upon U.S. dollar earnings of foreign subsidiaries doing business in various countries with differing statutory rates. Additionally, the rate could be impacted by tax legislation and if pending uncertain tax matters, including tax positions that could be affected by planning initiatives, are resolved more or less favorably than we currently expect.

Brexit

The United Kingdom left the European Union on January 31, 2020, and moved into the 11 month transition period in which the country will remain subject to the European Union's Custom Union and Single Market rules while negotiating a future trade deal. The transition may be extended, if no trade deal or extension is reached by December 31, 2020, the United Kingdom will move to World Trade Organization trade terms with the European Union.

The impact to the financial trends of our European and Consolidated businesses resulting from the future trading relationship between the United Kingdom and the European Union will continue to be monitored and evaluated over the course of 2020. During 2019, we generated approximately 5% of our net sales and hold approximately 3% of consolidated assets in the United Kingdom as of December 28, 2019. As details of the United Kingdom's withdrawal from the European Union are finalized, we will continue to evaluate the impacts to our business. Brexit may impact our future financial trends in areas such as:

- Net sales could be negatively impacted by reduced efficiency in processing of product shipments between the United Kingdom and other countries resulting in insufficient products in the appropriate market for sale to customers,
- Cost of goods sold could increase due to increased costs related to incremental warehousing and logistics services required to adequately service our customers,
- Cost of goods sold could increase significantly due to tariffs that are implemented between the United Kingdom and other countries as the location of our European production facilities and the markets we sell in regularly require significant import and export shipments involving the United Kingdom,
- Profitability may be impacted as we update our conclusions on our ability to realize future benefit from other assets, such as deferred tax assets, or as we evaluate the effectiveness of existing or future derivative contracts. This may result in additional valuation allowances or reserves being established, or require changes in the notional value of derivative contracts,
- Cash flow could decrease as a result of the requirement to increase inventory levels maintained in both the United Kingdom and other countries to ensure adequate supply of product to support both base and promotional activities normally executed with our customers.

LIQUIDITY AND CAPITAL RESOURCES

Our principal source of liquidity is operating cash flows supplemented by borrowings for major acquisitions and other significant transactions. Our cash-generating capability is one of our fundamental strengths and provides us with substantial financial flexibility in meeting operating and investing needs.

We have historically reported negative working capital primarily as the result of our focus to improve core working capital by reducing our levels of trade receivables and inventory while extending the timing of payment of our trade payables. The impacts of the extended customer terms programs and of the monetization programs are included in our calculation of core working capital and are largely offsetting. Core working capital was improved by the extension of supplier payment terms. These programs are all part of our ongoing working capital management.

We have a substantial amount of indebtedness which results in current maturities of long-term debt and notes payable which can have a significant impact on working capital as a result of the timing of these required payments. These factors, coupled with the use of our ongoing cash flows from operations to service our debt obligations, pay dividends, fund acquisition opportunities, and repurchase our common stock, reduce our working capital amounts. We had negative working capital of \$1.3 billion and \$1.4 billion as of December 28, 2019 and December 29, 2018, respectively.

In conjunction with the July 28, 2019 closing of the sale of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses to Ferrero for approximately \$1.3 billion in cash, after-tax proceeds of approximately \$1.0 billion were used to redeem outstanding debt, which reduced our leverage and provides additional financial flexibility for future operating and investing needs.

We believe that our operating cash flows, together with our credit facilities and other available debt financing, including commercial paper, will be adequate to meet our operating, investing and financing needs in the foreseeable future. However, there can be no assurance that volatility and/or disruption in the global capital and credit markets will not impair our ability to access these markets on terms acceptable to us, or at all.

The following table sets forth a summary of our cash flows:

(dollars in millions)	2019	2018
Net cash provided by (used in):		
Operating activities	\$ 1,176	\$ 1,536
Investing activities	774	(948)
Financing activities	(1,905)	(566)
Effect of exchange rates on cash and cash equivalents	31	18
Net increase (decrease) in cash and cash equivalents	\$ 76	\$ 40

Operating activities

The principal source of our operating cash flows is net earnings, primarily cash receipts from the sale of our products, net of costs to manufacture and market our products.

Our net cash provided by operating activities for 2019 totaled \$1,176 million, a decrease of \$360 million as compared to 2018. The decrease was due primarily to the current year impact of the divestiture, including related taxes paid and restructuring costs, and the year-over-year impact of accounts receivable partially offset by lower pension contributions.

Our cash conversion cycle (defined as days of inventory and trade receivables outstanding less days of trade payables outstanding, based on a trailing 12 month average), is approximately negative 5 and negative 6 days for 2019 and 2018, respectively. Core working capital in 2019 averaged 1.7% of net sales compared to 2.4% in 2018.

Our total pension and postretirement benefit plan funding amounted to \$28 million and \$287 million for the years ended December 28, 2019 and December 29, 2018, respectively. The 2018 contributions included \$250 million of pre-tax discretionary contributions to U.S. plans designated for the 2017 tax year.

The Pension Protection Act (PPA), and subsequent regulations, determines defined benefit plan minimum funding requirements in the United States. We believe that we will not be required to make any contributions under PPA requirements until 2022 or beyond. Our projections concerning timing of PPA funding requirements are subject to change primarily based on general market conditions affecting trust asset performance, future discount rates based on average yields of high quality corporate bonds and our decisions regarding certain elective provisions of the PPA.

We currently project that we will make total U.S. and foreign benefit plan contributions in 2020 of approximately \$26 million. Actual 2020 contributions could be different from our current projections, as influenced by our decision to undertake discretionary funding of our benefit trusts versus other competing investment priorities, future changes in government requirements, trust asset performance, renewals of union contracts, or higher-than-expected health care claims cost experience.

We measure cash flow as net cash provided by operating activities reduced by expenditures for property additions. We use this non-GAAP financial measure of cash flow to focus management and investors on the amount of cash available over time for debt repayment, dividend distributions, acquisition opportunities, and share repurchases. Our cash flow metric is reconciled to the most comparable GAAP measure, as follows:

(dollars in millions)	2019	2018
Net cash provided by operating activities	\$ 1,176	\$ 1,536
Additions to properties	(586)	(578)
Cash flow	\$ 590	\$ 958

Investing activities

Our net cash provided by investing activities for 2019 totaled \$774 million compared to cash used of \$948 million in 2018. The change was due primarily to the divestiture of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses to Ferrero for approximately \$1.3 billion of cash as well as our acquisition of an ownership interest in Tolaram Africa Foods, PTE LTD (TAF) for \$381 million during 2018.

Capital spending in 2019 included investments in our supply chain infrastructure, including new plants in emerging markets, network optimization, and packaging flexibility in global manufacturing and distribution.

Cash paid for additions to properties as a percentage of net sales was 4.3% in both 2019 and 2018.

Financing activities

Our net cash used by financing activities was \$1,905 million and \$566 million for the years ended December 28, 2019 and December 29, 2018, respectively.

Total debt was \$7.9 billion and \$8.9 billion at year-end 2019 and 2018, respectively.

In August 2019, the Company redeemed \$191 million of its 4.15% U.S. Dollar Notes due November 2019, \$248 million of its 4.00% U.S. Dollar Notes due 2020, \$202 million of its 3.25% U.S. Dollar Notes due 2021, and \$50 million of its 2.65% U.S. Dollar Notes due 2023. In September 2019, the Company redeemed \$309 million of its 4.15% U.S. Dollar Notes due November 2019, the remaining principal balance subsequent to the August redemption.

In May 2018, we issued \$600 million of ten-year 4.30% Senior Notes due 2028 and \$400 million of three-year 3.25% Senior Notes due 2021, resulting in aggregate net proceeds after debt discount of \$994 million. The proceeds from these Notes were used for general corporate purposes, including the repayment of our \$400 million, seven-year 3.25% U.S. Dollar Notes due 2018 at maturity, and the repayment of a portion of our commercial paper borrowings used to finance our acquisition of ownership interests in TAF and Multipro.

We paid quarterly dividends to shareholders totaling \$2.26 per share in 2019. Total cash paid for dividends increased by 2.7% in 2019. On February 21, 2020, the board of directors declared a dividend of \$.57 per common share, payable on March 16, 2020 to shareholders of record at the close of business on March 3, 2020.

We entered into an unsecured Five-Year Credit Agreement in January 2018, allowing us to borrow, on a revolving credit basis, up to \$1.5 billion and expiring in January 2023.

In January 2020, we entered into an unsecured 364-Day Credit Agreement to borrow, on a revolving credit basis, up to \$1.0 billion at any time outstanding, to replace the \$1.0 billion 364-day facility that expired in January 2020.

The Five-Year and 364 Day Credit Agreements which had no outstanding borrowings as December 28, 2019, contain customary covenants and warranties, including specified restrictions on indebtedness, liens and a specified interest expense coverage ratio. If an event of default occurs, then, to the extent permitted, the administrative agents may terminate the commitments under the credit facilities, accelerate any outstanding loans under the agreements, and demand the deposit of cash collateral equal to the lender's letter of credit exposure plus interest.

During the third quarter of 2019, in connection with the divestiture of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses, the Company withdrew from two multi-employer pension plans and recorded withdrawal liabilities of \$132 million. While this represents our best estimate of the cost of withdrawing from the plans at this time, we have not yet reached agreement on the ultimate amount of the withdrawal liability. Subsequent to the end of the year, the Company and the lenders under the Five-Year and 364-Day Credit agreements entered into a waiver agreement addressing any matters that arose or may arise from these liabilities under the agreements, as long as the aggregate amount of such liabilities does not exceed \$250 million. The Company was in compliance with all financial covenants contained in these agreements at December 28, 2019.

Our Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain liens or enter into certain sale and lease-back transactions and also contain a change of control provision. There are no significant restrictions on the payment of dividends. We were in compliance with all covenants as of December 28, 2019.

The Notes do not contain acceleration of maturity clauses that are dependent on credit ratings. A change in our credit ratings could limit our access to the U.S. short-term debt market and/or increase the cost of refinancing long-term debt in the future. However, even under these circumstances, we would continue to have access to our 364-Day Credit Facility, which expires in January 2021, as well as our Five-Year Credit Agreement, which expires in January 2023. This source of liquidity is unused and available on an unsecured basis, although we do not currently plan to use it.

We monitor the financial strength of our third-party financial institutions, including those that hold our cash and cash equivalents as well as those who serve as counterparties to our credit facilities, our derivative financial instruments, and other arrangements.

We continue to believe that we will be able to meet our interest and principal repayment obligations and maintain our debt covenants for the foreseeable future, while still meeting our operational needs, including the pursuit of select acquisitions. This will be accomplished through our strong cash flow, our short-term borrowings, and our maintenance of credit facilities on a global basis.

Monetization and Accounts Payable programs

We have a program in which customers could extend their payment terms in exchange for the elimination of early payment discounts (Extended Terms Program). In order to mitigate the net working capital impact of the Extended Terms Program for discrete customers, we entered into agreements to sell, on a revolving basis, certain trade accounts receivable balances to third party financial institutions (Monetization Programs). Transfers under the Monetization Programs are accounted for as sales of receivables resulting in the receivables being de-recognized from our Consolidated Balance Sheet. The Monetization Programs provide for the continuing sale of certain receivables on a revolving basis until terminated by either party; however the maximum funding from receivables that may be sold at any time is currently \$1,033 million, but may be increased or decreased as customers move in or out of the Extended Terms Program and as additional financial institutions move in or out of the Monetization Programs. Accounts receivable sold of \$774 million and \$900 million remained outstanding under this arrangement as of December 28, 2019 and December 29, 2018, respectively.

The Monetization Programs are designed to directly offset the impact the Extended Terms Program would have on the days-sales-outstanding (DSO) metric that is critical to the effective management of the Company's accounts receivable balance and overall working capital. Current DSO levels within North America are consistent with DSO levels prior to the execution of the Extended Term Program and Monetization Programs.

Refer to Note 2 within Notes to Consolidated Financial Statements for further information related to the sale of accounts receivable.

Additionally we have agreements with third parties (Accounts Payable Program) to provide accounts payable tracking systems which facilitate participating suppliers' ability to monitor and, if elected, sell our payment obligations to designated third-party financial institutions. Participating suppliers may, at their sole discretion, make offers to sell one or more of our payment obligations prior to their scheduled due dates at a discounted price to participating financial institutions. Our goal is to capture overall supplier savings, in the form of payment terms or vendor funding, and the agreements facilitate the suppliers' ability to sell payment obligations, while providing them with greater working capital flexibility. We have no economic interest in the sale of these suppliers' receivables and no direct financial relationship with the financial institutions concerning these services. Our obligations to our suppliers, including amounts due and scheduled payment dates, are not impacted by suppliers' decisions to sell amounts under the arrangements. However, our right to offset balances due from suppliers against payment obligations is restricted by the agreements for those payment obligations that have been sold by suppliers.

Refer to Note 1 within Notes to Consolidated Financial Statements for further information related to accounts payable.

If financial institutions were to terminate their participation in the Monetization or Accounts Payable Programs, working capital could be negatively impacted. In addition, a downgrade in our credit rating could result in higher costs to participating Accounts Payable Programs suppliers or our extended payment terms being reversed, the latter of which could negatively impact working capital. If working capital is negatively impacted as a result of these events and we were unable to secure alternative programs, we may have to utilize our various financing arrangements for short-term liquidity or increase our long-term borrowings.

OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

Off-balance sheet arrangements

At December 28, 2019, we did not have any material off-balance sheet arrangements.

Contractual obligations

The following table summarizes our contractual obligations at December 28, 2019:

Contractual obligations	Payments due by period							
	(millions)	Total	2020	2021	2022	2023	2024	2025 and beyond
Long-term debt:								
Principal	\$	7,838	620	835	1,039	771	677	3,896
Interest (a)		2,100	250	216	193	172	158	1,111
Finance leases (b)		—	—	—	—	—	—	—
Operating leases (c)		610	129	98	80	67	55	181
Purchase obligations (d)		1,522	1,011	227	101	59	42	82
Uncertain tax positions (e)		19	19	—	—	—	—	—
Other long-term obligations (f)		709	132	77	78	77	75	270
Total	\$	12,798	\$ 2,161	\$ 1,453	\$ 1,491	\$ 1,146	\$ 1,007	\$ 5,540

- (a) Includes interest payments on our long-term debt and payments on our interest rate swaps. Interest calculated on our variable rate debt was forecasted using the LIBOR forward rate curve as of December 28, 2019.
- (b) The total expected cash payments on our finance leases include interest expense totaling less than \$1 million over the periods presented above.
- (c) Operating leases represent the minimum rental commitments under non-cancelable operating leases.
- (d) Purchase obligations consist primarily of fixed commitments for raw materials to be utilized in the normal course of business and for marketing, advertising and other services. The amounts presented in the table do not include items already recorded in accounts payable or other current liabilities at year-end 2019, nor does the table reflect cash flows we are likely to incur based on our plans, but are not obligated to incur. Therefore, it should be noted that the exclusion of these items from the table could be a limitation in assessing our total future cash flows under contracts.
- (e) As of December 28, 2019, our total liability for uncertain tax positions was \$90 million, of which \$19 million scheduled to be paid in the next twelve months. We are not able to reasonably estimate the timing of future cash flows related to the remaining \$71 million.
- (f) Other long-term obligations are those associated with noncurrent liabilities recorded within the Consolidated Balance Sheet at year-end 2019 and consist principally of projected commitments under deferred compensation arrangements, multiemployer plans, and supplemental employee retirement benefits. The table also includes our current estimate of minimum contributions to defined benefit pension and postretirement benefit plans through 2024 as follows: 2020-\$46; 2021-\$39; 2022-\$40; 2023-\$39; 2024-\$48; 2025-\$68. In addition, \$80 million of insurance loss reserves and \$26 million of tax repatriation payable are expected to be paid over the next four and seven years, respectively, are included in the total above.

CRITICAL ACCOUNTING ESTIMATES

Promotional expenditures

Our promotional activities are conducted either through the retail trade or directly with consumers and include activities such as in-store displays and events, feature price discounts, consumer coupons, contests and loyalty programs. The costs of these activities are generally recognized at the time the related revenue is recorded, which normally precedes the actual cash expenditure. The recognition of these costs therefore requires management judgment regarding the volume of promotional offers that will be redeemed by either the retail trade or consumer. These estimates are made using various techniques including historical data on performance of similar promotional programs. Differences between estimated expense and actual redemptions are normally immaterial and recognized as a change in management estimate in a subsequent period. On a full-year basis, these subsequent period adjustments represent approximately 0.3% of our company's net sales. However, our company's total promotional expenditures (including amounts classified as a revenue reduction) are significant, so it is likely our results would be materially different if different assumptions or conditions were to prevail.

Property

Long-lived assets such as property, plant and equipment are tested for impairment when conditions indicate that the carrying value may not be recoverable. Management evaluates several conditions, including, but not limited to, the following: a significant decrease in the market price of an asset or an asset group; a significant adverse change in the extent or manner in which a long-lived asset is being used, including an extended period of idleness; and a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. For assets to be held and used, we project the expected future undiscounted cash flows generated by the long-lived asset or asset group over the remaining useful life of the primary asset. If the cash flow analysis yields an amount less than the carrying amount we determine the fair value of the asset or asset group by using comparable market data. There are inherent uncertainties associated with the judgments and estimates we use in these analyses.

At December 28, 2019, we have property, plant and equipment of \$3.6 billion, net of accumulated depreciation, on our balance sheet.

Goodwill and other intangible assets

We perform an impairment evaluation of goodwill and intangible assets with indefinite useful lives at least annually during the fourth quarter of each year in conjunction with our annual budgeting process.

Goodwill impairment testing first requires a comparison between the carrying value and fair value of a reporting unit with associated goodwill. Carrying value is based on the assets and liabilities associated with the operations of that reporting unit, which often requires allocation of shared or corporate items among reporting units. For the 2019 goodwill impairment test, the fair value of the reporting units was estimated based on market multiples of sales, if applicable, and/or earnings before interest, taxes, depreciation and amortization (EBITDA) and earnings for companies comparable to our reporting units. In the event the fair value determined using the market multiples approach is close to the carrying value, we may also supplement our fair value determination using discounted cash flows. Management believes the assumptions used for the impairment test are consistent with those utilized by a market participant performing similar valuations for our reporting units.

Similarly, impairment testing of indefinite-lived intangible assets requires a comparison of carrying value to fair value of that particular asset. Fair values of non-goodwill intangible assets are based primarily on projections of future cash flows to be generated from that asset. For instance, cash flows related to a particular trademark would be based on a projected royalty stream attributable to branded product sales discounted at rates consistent with rates used by market participants. These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables.

We also evaluate the useful life over which a non-goodwill intangible asset with a finite life is expected to contribute directly or indirectly to our cash flows. Reaching a determination on useful life requires significant judgments and assumptions regarding the future effects of obsolescence, demand, competition, other economic factors (such as the stability of the industry, known technological advances, legislative action that results in an uncertain or changing regulatory environment, and expected changes in distribution channels), the level of required maintenance expenditures, and the expected lives of other related groups of assets.

On December 30, 2018 the Company reorganized our North American business. The reorganization eliminated the legacy business unit structure and internal reporting. In addition, the Company changed the internal reporting provided to the chief operating decision maker (CODM) and segment manager. As a result, the Company reevaluated its operating segments and reporting units.

In addition, we transferred the management of our Middle East, North Africa, and Turkey businesses from Kellogg Europe to Kellogg AMEA, effective December 30, 2018.

Refer to Note 4, Goodwill and Other Intangibles, and Note 17, Reportable Segments for further details on these changes.

As a result of these changes in operating segments and related reporting units, the Company re-allocated goodwill between reporting units where necessary and compared the carrying value to the fair value of each impacted reporting unit on a before and after basis. This evaluation was only required to be performed on reporting units impacted by the changes noted above.

Effective December 30, 2018 in North America, the previous U.S. Snacks, U.S. Morning Foods, U.S. Specialty Channels, U.S. Frozen Foods, Kashi, Canada and RX operating segments are now a single operating segment (Kellogg North America). At the beginning of 2019, the Company evaluated the related impacted reporting units for impairment on a before and after basis and concluded that the fair values of each reporting unit exceeded their carrying values.

Approximately \$46 million of goodwill was re-allocated between the impacted reporting units within Kellogg Europe and Kellogg AMEA related to the transfer of businesses between these operating segments. The Company performed a goodwill evaluation of the impacted reporting units on a before and after basis and concluded that the fair value of the impacted reporting units exceeded their carrying values.

Additionally, during the first quarter of 2019, the Company determined that it was more likely than not that the Company would be selling selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses within the North America reporting unit. As a result, the Company performed a goodwill impairment evaluation on the North America reporting unit in the first quarter of 2019 and concluded that the fair value

exceeded the carrying value of the reporting unit. During the second quarter of 2019, the Company entered into a definitive agreement to sell the businesses to Ferrero. The sale was completed during the third quarter of 2019 and resulted in the divestiture of the net assets and liabilities of these businesses, included in the North America reporting unit, including \$191 million of Goodwill and \$765 million of Net Intangibles. In addition to the cash consideration received, the Company entered into a perpetual royalty-free licensing agreement with Ferrero, allowing Kellogg the use of certain brand names for cracker products. The license agreement was fair valued at \$18 million and recorded as an indefinite-lived intangible asset.

At December 28, 2019, goodwill and other intangible assets amounted to \$8.4 billion, consisting primarily of goodwill and brands originally associated with the 2001 acquisition of Keebler Foods Company and the 2012 acquisition of Pringles. Within this total, approximately \$2.1 billion of non-goodwill intangible assets were classified as indefinite-lived, including \$1.7 billion related to trademarks, comprised principally of Pringles and cracker-related trademarks. The majority of these intangible assets are recorded in our North America reporting unit. The Company currently believes the fair value of goodwill and other intangible assets exceeds their carrying value and that those intangibles so classified will contribute indefinitely to cash flows. Through impairment testing performed during the fourth quarter of 2019, no heightened risk of impairment of individual intangible assets or reporting units was identified.

Additionally the Company has goodwill of \$606 million and \$373 million at December 28, 2019 related to the Multipro and RX reporting units, respectively. The Company performed additional goodwill impairment testing for Multipro using both an EBITDA market multiple and discounted cash flow method. The Company performed additional goodwill impairment testing for RX using both a sales market multiple and discounted cash flow method. Significant assumptions utilized within the Multipro discounted cash flow model include forecasted net sales growth and gross margin. The significant assumption utilized within the RX discounted cash flow model is forecasted net sales growth. The Company determined the fair value of Multipro and RX exceed the carrying value and no heightened risk of impairment exists for the reporting units.

Retirement benefits

Our company sponsors a number of U.S. and foreign defined benefit employee pension plans and also provides retiree health care and other welfare benefits in the United States and Canada. Plan funding strategies are influenced by tax regulations and asset return performance. A majority of plan assets are invested in a globally diversified portfolio of debt and equity securities with smaller holdings of other investments. We recognize the cost of benefits provided during retirement over the employees' active working life to determine the obligations and expense related to our retiree benefit plans. Inherent in this concept is the requirement to use various actuarial assumptions to predict and measure costs and obligations many years prior to the settlement date. Major actuarial assumptions that require significant management judgment and have a material impact on the measurement of our consolidated benefits expense and accumulated obligation include the long-term rates of return on plan assets, the health care cost trend rates, the mortality table and improvement scale, and the interest rates used to discount the obligations for our major plans, which cover employees in the United States, United Kingdom and Canada.

Our expense recognition policy for pension and nonpension postretirement benefits is to immediately recognize actuarial gains and losses in our operating results in the year in which they occur. Actuarial gains and losses are recognized annually as of our measurement date, which is our fiscal year-end, or when remeasurement is otherwise required under generally accepted accounting principles.

Additionally, for purposes of calculating the expected return on plan assets related to pension and nonpension postretirement benefits we use the fair value of plan assets.

To conduct our annual review of the long-term rate of return on plan assets, we model expected returns over a 20-year investment horizon with respect to the specific investment mix of each of our major plans. The return assumptions used reflect a combination of rigorous historical performance analysis and forward-looking views of the financial markets including consideration of current yields on long-term bonds, price-earnings ratios of the major stock market indices, and long-term inflation. Our U.S. plan model, corresponding to approximately 72% of our trust assets globally, currently incorporates a long-term inflation assumption of 2.5% and a 2019 weighted-average active management premium of 0.93% (net of fees) validated by historical analysis and future return expectations. Although we review our expected long-term rates of return annually, our benefit trust investment performance for one particular year does not, by itself, significantly influence our evaluation. Our expected rates of return have generally not been revised, provided these rates continue to fall within a "more likely than not" corridor of between the 25th and 75th percentile of expected long-term returns, as determined by our modeling process. Our assumed rate of return for U.S. plans in 2019 was 7.5% prior to the mid-year remeasurement, and 7.0% after the mid-year

remeasurement, based on an updated target portfolio mix with an active management premium of 0.80% (net of fees), equated to approximately the 53rd percentile and 54th percentile expectation of our model, respectively. Similar methods are used for various foreign plans with invested assets, reflecting local economic conditions. Foreign trust investments represent approximately 28% of our global benefit plan assets.

Based on consolidated benefit plan assets at December 28, 2019, a 100 basis point increase or decrease in the assumed rate of return would correspondingly increase or decrease 2020 benefits expense by approximately \$64 million. For the years ended December 28, 2019 and December 29, 2018, our actual return on plan assets exceeded (was less than) the recognized assumed return by \$730 million and \$(845) million, respectively.

To conduct our annual review of health care cost trend rates, we model our actual claims cost data over a five-year historical period, including an analysis of pre-65 versus post-65 age groups and other important demographic components in our covered retiree population. This data is adjusted to eliminate the impact of plan changes and other factors that would tend to distort the underlying cost inflation trends. Our initial health care cost trend rate is reviewed annually and adjusted as necessary to remain consistent with recent historical experience and our expectations regarding short-term future trends. In comparison to our actual five-year compound annual claims cost growth rate of approximately 5.12%, our initial trend rate for 2020 of 5.25% reflects the expected future impact of faster-growing claims experience for certain demographic groups within our total employee population. Our initial rate is trended downward by 0.25% per year, until the ultimate trend rate of 4.5% is reached. The ultimate trend rate is adjusted annually, as necessary, to approximate the current economic view on the rate of long-term inflation plus an appropriate health care cost premium. Based on consolidated obligations at December 28, 2019, a 100 basis point increase in the assumed health care cost trend rates would increase 2020 benefits expense by approximately \$3 million and generate an immediate loss recognition of \$7 million. A one percent increase in 2020 health care claims cost over that projected from the assumed trend rate would result in an experience loss of approximately \$7 million and would increase 2020 expense by \$0.3 million. Any arising health care claims cost-related experience gain or loss is recognized in the year in which they occur. The experience gain arising from recognition of 2019 claims experience was approximately \$15 million.

Assumed mortality rates of plan participants are a critical estimate in measuring the expected payments a participant will receive over their lifetime and the amount of expense we recognize. In 2019, the Society of Actuaries (SOA) published updated mortality tables and an updated improvement scale. The expectations of future mortality rates in the new SOA tables were consistent with prior Kellogg mortality assumptions. In determining the appropriate mortality assumptions as of 2019 fiscal year-end, we adopted the new SOA tables with collar adjustments based on Kellogg's current population. In addition, based on mortality information available from the Social Security Administration and other sources, we developed assumptions for future mortality improvement in line with our expectations for future experience. The change to the mortality assumption impacted the year-end pension and postretirement benefit obligations by \$77 million and (\$13) million, respectively.

To conduct our annual review of discount rates, we selected the discount rate based on a cash-flow matching analysis using Willis Towers Watson's proprietary RATE:Link tool and projections of the future benefit payments constituting the projected benefit obligation for the plans. RATE:Link establishes the uniform discount rate that produces the same present value of the estimated future benefit payments, as is generated by discounting each year's benefit payments by a spot rate applicable to that year. The spot rates used in this process are derived from a yield curve created from yields on the 40th to 90th percentile of U.S. high quality bonds. A similar methodology is applied in Canada and Europe, except the smaller bond markets imply that yields between the 10th and 90th percentiles are preferable and in the U.K. the underlying yield curve was derived after further adjustments to the universe of bonds to remove government backed bonds. We use a December 31 measurement date for our defined benefit plans. Accordingly, we select yield curves to measure our benefit obligations that are consistent with market indices during December of each year.

Based on consolidated obligations at December 28, 2019, a 25 basis point decline in the yield curve used for benefit plan measurement purposes would decrease 2020 benefits expense by approximately \$8 million and would result in an immediate loss recognition of \$238 million. All obligation-related actuarial gains and losses are recognized immediately in the year in which they occur.

Despite the previously-described policies for selecting major actuarial assumptions, we periodically experience material actuarial gains or losses due to differences between assumed and actual experience and due to changing economic conditions. During 2019, we recognized a net actuarial loss of approximately \$94 million compared to a net actuarial loss of approximately \$346 million in 2018. The total net loss recognized in 2019 was driven by a \$730 million gain from better than expected asset returns, offset by a loss of approximately \$824 million of plan

experience and assumption changes, including decreases in the discount rate and the change in mortality assumptions. During 2019, we also recognized curtailment gains of \$19 million related to benefit changes and certain events affecting our benefit programs.

During 2019, we made contributions in the amount of \$10 million to Kellogg's global tax-qualified pension programs. This amount was mostly non-discretionary. Additionally, we contributed \$18 million to our retiree medical programs.

Income taxes

Our consolidated effective income tax rate is influenced by tax planning opportunities available to us in the various jurisdictions in which we operate. The calculation of our income tax provision and deferred income tax assets and liabilities is complex and requires the use of estimates and judgment.

We recognize tax benefits associated with uncertain tax positions when, in our judgment, it is more likely than not that the positions will be sustained upon examination by a taxing authority. For tax positions that meet the more likely than not recognition threshold, we initially and subsequently measure the tax benefits as the largest amount that we judge to have a greater than 50% likelihood of being realized upon ultimate settlement. Our liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, new or emerging legislation and tax planning. The tax position will be derecognized when it is no longer more likely than not of being sustained. Significant adjustments to our liability for unrecognized tax benefits impacting our effective tax rate are separately presented in the rate reconciliation table of Note 13 within Notes to Consolidated Financial Statements.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration as well as the reinvestment assertion regarding our undistributed foreign earnings. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act includes a provision designed to tax currently global intangible low taxed income (GILTI) starting in 2018. Under the provision, a U.S. shareholder is required to include in gross income the amount of its GILTI, which is 50% of the excess of the shareholder's net tested income of its controlled foreign corporation over the deemed tangible income return. The amount of GILTI included by a U.S. shareholder is computed by aggregating all controlled foreign corporations (CFC). Shareholders are allowed to claim a foreign tax credit for 80 percent of the taxes paid or accrued with respect to the tested income of each CFC, subject to some limitations.

ACCOUNTING STANDARDS TO BE ADOPTED IN FUTURE PERIODS

Cloud Computing Arrangements. In August 2018, the FASB issued ASU 2018-15: Intangibles - Goodwill and Other - Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract. The ASU allows companies to capitalize implementation costs incurred in a hosting arrangement that is a service contract over the term of the hosting arrangement, including periods covered by renewal options that are reasonably certain to be exercised. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019 and can be applied retrospectively or prospectively. Early adoption is permitted. The Company plans to adopt the ASU in the first quarter of 2020 and apply it prospectively. The adoption is not expected to have a material impact to the Company's Consolidated Financial Statements.

Compensation Retirement Benefits. In August 2018, the FASB issued ASU 2018-14: Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans. The ASU removed disclosures that no longer are considered cost beneficial, clarified the specific requirements of disclosures, and added disclosure requirements identified as relevant. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2020 and can be applied retrospectively or prospectively. Early adoption is permitted. We are currently assessing when to adopt the ASU and the impact of adoption.

FUTURE OUTLOOK

The Company issued its initial financial guidance for 2020. Specifically, the Company is projecting:

Organic net sales to increase by 1-2%.

Currency-neutral adjusted operating profit to decline approximately (4)%, as the absence of the results from the divested businesses more than offsets growth in the base business.

Currency-neutral adjusted earnings per share to decline by approximately (3)-(4)%, as the absence of results from the divested businesses more than offset growth in the base business.

Non-GAAP operating cash flow to improve to \$0.9-1.0 billion.

We are unable to reasonably estimate the potential full-year financial impact of mark-to-market adjustments because these impacts are dependent on future changes in market conditions (interest rates, return on assets, and commodity prices). Similarly, because of volatility in foreign exchange rates and shifts in country mix of our international earnings, we are unable to reasonably estimate the potential full-year financial impact of foreign currency translation.

As a result, these impacts are not included in the guidance provided. Therefore, we are unable to provide a full reconciliation of these non-GAAP measures used in our guidance without unreasonable effort as certain information necessary to calculate such measure on a GAAP basis is unavailable, dependent on future events outside of our control and cannot be predicted without unreasonable efforts by the Company.

See the table below that outlines the projected impact of certain other items that are excluded from non-GAAP guidance for 2020:

Impact of certain items excluded from Non-GAAP guidance:	Net Sales	Operating Profit	Earnings Per Share
Business and portfolio realignment (pre-tax)		~\$60-\$70M	~\$0.17-\$0.20
Income tax impact applicable to adjustments, net**			~\$0.04
Currency-neutral adjusted guidance*	(2)%-0%	~(4)%	~(3)%
Absence of results from divested businesses	~4%		
53rd week	(1)%-(2)%		
Organic guidance	1%-2%		

* 2020 full year guidance for net sales, operating profit, and earnings per share are provided on a non-GAAP basis only because certain information necessary to calculate such measures on a GAAP basis is unavailable, dependent on future events outside of our control and cannot be predicted without unreasonable efforts by the Company. These items for 2020 include impacts of mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), commodities and certain foreign currency contracts. The Company is providing quantification of known adjustment items where available.

Reconciliation of Non-GAAP amounts - Cash Flow Guidance

(billions)

	Full Year 2020
Net cash provided by (used in) operating activities	~\$1.5-\$1.6
Additions to properties	~(\$0.6)
Cash Flow	~\$0.9-\$1.0

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our company is exposed to certain market risks, which exist as a part of our ongoing business operations. We use derivative financial and commodity instruments, where appropriate, to manage these risks. As a matter of policy, we do not engage in trading or speculative transactions. Refer to Note 14 within Notes to Consolidated Financial Statements for further information on our derivative financial and commodity instruments.

Foreign exchange risk

Our company is exposed to fluctuations in foreign currency cash flows related primarily to third-party purchases, intercompany transactions, and when applicable, nonfunctional currency denominated third-party debt. Our company is also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments. Additionally, our company is exposed to volatility in the translation of foreign currency denominated earnings to U.S. dollars. Primary exposures include the U.S. dollar versus the euro, British pound, Australian dollar, Canadian dollar, Mexican peso, Brazilian real, Nigerian naira, Russian ruble and Egyptian pound, and in the case of inter-subsidiary transactions, the British pound versus the euro.

The impact of possible currency devaluations in countries experiencing high inflation rates or significant exchange fluctuations, including Argentina, can impact our results and financial guidance. Effective July 1, 2018, we have accounted for Argentina as a highly inflationary economy, as the projected three-year cumulative inflation rate exceeds 100%. Accordingly, our Argentina subsidiary will use the U.S. dollar as its functional currency. Accordingly, changes in the value of the Argentine Peso versus the U.S. dollar applied to our peso-denominated net monetary asset position is recorded in income at the time of the change. Net monetary assets denominated in Argentine Pesos were not material as of December 28, 2019.

There have also been periods of increased market volatility and currency exchange rate fluctuations specifically within the United Kingdom and Europe, as a result of the UK's exit from the European Union. We expect this uncertainty to continue over 2020 as negotiations evolve regarding the future trading relationship. We recognize that there are still significant uncertainties surrounding the negotiation of a trade deal with the European Union, and we will continue to monitor any changes that may arise and assess their potential impact on our business.

We assess foreign currency risk based on transactional cash flows and translational volatility and may enter into forward contracts, options, and currency swaps to reduce fluctuations in long or short currency positions. Forward contracts and options are generally less than 18 months duration. Currency swap agreements may be established in conjunction with the term of underlying debt issuances.

The total notional amount of foreign currency derivative instruments, including cross currency swaps, at year-end 2019 was \$4.2 billion, representing a settlement receivable of \$79 million. The total notional amount of foreign currency derivative instruments at year-end 2018 was \$3.1 billion, representing a settlement receivable of \$78 million. All of these derivatives were hedges of anticipated transactions, translational exposure, or existing assets or liabilities. Foreign currency contracts generally mature within 18 months and cross currency contracts mature with the related debt. Assuming an unfavorable 10% change in year-end exchange rates, the settlement receivable would have decreased by \$245 million, resulting in a net settlement obligation of \$166 million at year-end 2019 and the settlement obligation would have increased by \$199 million at year-end 2018. These unfavorable changes would generally have been offset by favorable changes in the values of the underlying exposures.

Interest rate risk

Our company is exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing and future issuances of variable rate debt. Primary exposures include movements in U.S. Treasury rates, London Interbank Offered Rates (LIBOR), and commercial paper rates. We periodically use interest rate swaps and forward interest rate contracts to reduce interest rate volatility and funding costs associated with certain debt issues, and to achieve a desired proportion of variable versus fixed rate debt, based on current and projected market conditions.

During 2019 and 2018, we entered into interest rate swaps, and in some instances terminated interest rate swaps, in connection with certain U.S. Dollar and Euro Notes. Refer to Note 8 within Notes to Consolidated Financial Statements. The total notional amount of interest rate swaps at year-end 2019 was \$1.9 billion, representing a settlement obligation of \$6 million. The total notional amount of interest rate swaps at year-end 2018 was \$1.6 billion, representing a settlement obligation of \$5 million. Assuming average variable rate debt levels during the year, a one percentage point increase in interest rates would have increased interest expense by approximately \$13 million and \$22 million at year-end 2019 and 2018, respectively.

Price risk

Our company is exposed to price fluctuations primarily as a result of anticipated purchases of raw and packaging materials, fuel, and energy. Primary exposures include corn, wheat, potato flakes, soybean oil, sugar, cocoa, cartonboard, natural gas, and diesel fuel. We have historically used the combination of long-term contracts with suppliers, and exchange-traded futures and option contracts to reduce price fluctuations in a desired percentage of forecasted raw material purchases over a duration of generally less than 18 months.

The total notional amount of commodity derivative instruments at year-end 2019 was \$524 million, representing a settlement receivable of approximately \$8 million. The total notional amount of commodity derivative instruments at year-end 2018 was \$417 million, representing a settlement obligation of approximately \$6 million. Assuming a 10% decrease in year-end commodity prices, the settlement obligation would have increased by \$40 million at year-end 2019, and the settlement obligation would have increased by approximately \$34 million at year-end 2018, generally offset by a reduction in the cost of the underlying commodity purchases.

In addition to the commodity derivative instruments discussed above, we use long-term contracts with suppliers to manage a portion of the price exposure associated with future purchases of certain raw materials, including rice, sugar, cartonboard, and corrugated boxes.

Reciprocal collateralization agreements

In some instances we have reciprocal collateralization agreements with counterparties regarding fair value positions in excess of certain thresholds. These agreements call for the posting of collateral in the form of cash, treasury securities or letters of credit if a net liability position to us or our counterparties exceeds a certain amount. We were not required to post collateral as of December 28, 2019 and collected approximately \$19 million of collateral at December 28, 2019 in the form of cash, which was reflected as an increase in other liabilities, net on the Consolidated Balance Sheet. As of December 29, 2018, we were not required to post collateral and collected approximately \$20 million of collateral, in the form of cash, which was reflected as an increase in accounts receivable, net on the Consolidated Balance Sheet. As of December 28, 2019 and December 29, 2018, we posted \$12 million and \$18 million, respectively, in margin deposits for exchange-traded commodity derivative instruments, which was reflected as an increase in accounts receivable, net on the Consolidated Balance Sheet.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Kellogg Company and Subsidiaries

CONSOLIDATED STATEMENT OF INCOME

(millions, except per share data)	2019		2018		2017	
Net sales	\$	13,578	\$	13,547	\$	12,854
Cost of goods sold		9,197		8,821		8,155
Selling, general and administrative expense		2,980		3,020		3,312
Operating profit	\$	1,401	\$	1,706	\$	1,387
Interest expense		284		287		256
Other income (expense), net	\$	188	\$	(90)	\$	526
Income before income taxes		1,305		1,329		1,657
Income taxes		321		181		410
Earnings (loss) from unconsolidated entities		(7)		196		7
Net income	\$	977	\$	1,344	\$	1,254
Net income (loss) attributable to noncontrolling interests		17		8		—
Net income attributable to Kellogg Company	\$	960	\$	1,336	\$	1,254
Per share amounts:						
Basic	\$	2.81	\$	3.85	\$	3.61
Diluted	\$	2.80	\$	3.83	\$	3.58

Refer to Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(millions)	2019			2018			2017		
	Pre-tax amount	Tax (expense) benefit	After-tax amount	Pre-tax amount	Tax (expense) benefit	After-tax amount	Pre-tax amount	Tax (expense) benefit	After-tax amount
Net income			\$ 977			\$ 1,344			\$ 1,254
Other comprehensive income:									
Foreign currency translation adjustments	\$ 100	\$ (19)	81	\$ 5	\$ (53)	(48)	\$ (34)	\$ 113	79
Cash flow hedges:									
Unrealized gain (loss) on cash flow hedges	5	(1)	4	3	(1)	2	—	—	—
Reclassification to net income	4	(1)	3	8	(2)	6	9	(3)	6
Postretirement and postemployment benefits:									
Amounts arising during the period:									
Net experience gain (loss)	(16)	5	(11)	(8)	1	(7)	44	(12)	32
Prior service credit (cost)	3	(1)	2	1	—	1	—	—	—
Reclassification to net income:									
Net experience (gain) loss	(5)	1	(4)	(5)	1	(4)	—	—	—
Prior service (credit) cost	(1)	—	(1)	—	—	—	1	—	1
Available-for-sale securities:									
Unrealized gain (loss)	4	—	4	—	—	—	—	—	—
Reclassification to net income	(4)	—	(4)	—	—	—	—	—	—
Other comprehensive income (loss)	\$ 90	\$ (16)	\$ 74	\$ 4	\$ (54)	\$ (50)	\$ 20	\$ 98	\$ 118
Comprehensive income			\$ 1,051			\$ 1,294			\$ 1,372
Net income (loss) attributable to noncontrolling interests			17			8			—
Other comprehensive income (loss) attributable to noncontrolling interests			—			(7)			—
Comprehensive income attributable to Kellogg Company			\$ 1,034			\$ 1,293			\$ 1,372

Refer to Notes to Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEET

(millions, except share data)	2019	2018
Current assets		
Cash and cash equivalents	\$ 397	\$ 321
Accounts receivable, net	1,576	1,375
Inventories	1,226	1,330
Other current assets	232	131
Total current assets	3,431	3,157
Property, net	3,612	3,731
Operating lease right-of-use assets	541	—
Goodwill	5,861	6,050
Other intangibles, net	2,576	3,361
Investment in unconsolidated entities	404	413
Other assets	1,139	1,068
Total assets	\$ 17,564	\$ 17,780
Current liabilities		
Current maturities of long-term debt	\$ 620	\$ 510
Notes payable	107	176
Accounts payable	2,387	2,427
Current operating lease liabilities	114	—
Other current liabilities	1,550	1,416
Total current liabilities	4,778	4,529
Long-term debt	7,195	8,207
Operating lease liabilities	433	—
Deferred income taxes	596	730
Pension liability	705	651
Other liabilities	543	504
Commitments and contingencies		
Equity		
Common stock, \$.25 par value, 1,000,000,000 shares authorized Issued: 420,829,201 shares in 2019 and 420,666,780 shares in 2018	105	105
Capital in excess of par value	921	895
Retained earnings	7,859	7,652
Treasury stock, at cost 79,286,171 shares in 2019 and 76,801,314 shares in 2018	(4,690)	(4,551)
Accumulated other comprehensive income (loss)	(1,448)	(1,500)
Total Kellogg Company equity	2,747	2,601
Noncontrolling interests	567	558
Total equity	3,314	3,159
Total liabilities and equity	\$ 17,564	\$ 17,780

Refer to Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF EQUITY

(millions)	Common stock		Capital in excess of par value	Retained earnings	Treasury stock		Accumulated other comprehensive income (loss)	Total Kellogg Company equity	Non-controlling interests	Total equity
	shares	amount			shares	amount				
Balance, December 31, 2016	420	\$ 105	\$ 806	\$ 6,552	69	\$ (3,997)	\$ (1,575)	\$ 1,891	\$ 16	\$ 1,907
Common stock repurchases					7	(516)		(516)		(516)
Net income (loss)				1,254				1,254	—	1,254
Dividends declared (\$2.12 per share)				(736)				(736)		(736)
Other comprehensive income (loss)							118	118	—	118
Stock compensation			66					66		66
Stock options exercised and other	1		6	(1)	(1)	96		101		101
Balance, December 30, 2017	421	\$ 105	\$ 878	\$ 7,069	75	\$ (4,417)	\$ (1,457)	\$ 2,178	\$ 16	\$ 2,194
Common stock repurchases					5	(320)		(320)		(320)
Net income (loss)				1,336				1,336	8	1,344
Acquisition of noncontrolling interest								—	552	552
Dividends declared (\$2.20 per share)				(762)				(762)		(762)
Distributions to noncontrolling interest								—	(11)	(11)
Other comprehensive income (loss)							(43)	(43)	(7)	(50)
Stock compensation			59					59		59
Stock options exercised and other	—		(42)	9	(3)	186		153		153
Balance, December 29, 2018	421	\$ 105	\$ 895	\$ 7,652	77	\$ (4,551)	\$ (1,500)	\$ 2,601	\$ 558	\$ 3,159
Common stock repurchases					4	(220)		(220)		(220)
Net income (loss)				960				960	17	977
Sale of subsidiary shares to noncontrolling interest								—	1	1
Dividends declared (\$2.26 per share)				(769)				(769)	—	(769)
Distributions to noncontrolling interest								—	(9)	(9)
Other comprehensive income (loss)							74	74	—	74
Reclassification of tax effects relating to U.S. tax reform				22			(22)	—		—
Stock compensation			56					56		56
Stock options exercised and other	—		(30)	(6)	(2)	81		45		45
Balance, December 28, 2019	421	\$ 105	\$ 921	\$ 7,859	79	\$ (4,690)	\$ (1,448)	\$ 2,747	\$ 567	\$ 3,314

Refer to Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(millions)	2019	2018	2017
Operating activities			
Net income	\$ 977	\$ 1,344	\$ 1,254
Adjustments to reconcile net income to operating cash flows:			
Depreciation and amortization	484	516	481
Postretirement benefit plan expense (benefit)	(89)	170	(427)
Deferred income taxes	47	46	(58)
Stock compensation	56	59	66
Multi-employer pension plan exit liability	132	7	26
Gain from unconsolidated entities, net	—	(200)	—
Noncurrent income taxes payable	(35)	(23)	144
Other	(1)	(47)	1
Tax payment related to divestitures	(255)	—	—
Postretirement benefit plan contributions	(28)	(287)	(44)
Changes in operating assets and liabilities, net of acquisitions:			
Trade receivables	(145)	76	(1,300)
Inventories	2	(86)	80
Accounts payable	(9)	115	193
All other current assets and liabilities	40	(154)	(13)
Net cash provided by (used in) operating activities	\$ 1,176	\$ 1,536	\$ 403
Investing activities			
Additions to properties	\$ (586)	\$ (578)	\$ (501)
Collections of deferred purchase price on securitized trade receivables	—	—	1,243
Acquisitions, net of cash acquired	(8)	(28)	(592)
Divestiture	1,332	—	—
Investments in unconsolidated entities	—	(389)	—
Acquisition of cost method investments	(1)	(8)	(7)
Purchases of available for sale securities	(18)	—	—
Sales of available for sale securities	83	—	—
Other	(28)	55	6
Net cash provided by (used in) investing activities	\$ 774	\$ (948)	\$ 149
Financing activities			
Net increase (reduction) of notes payable, with maturities less than or equal to 90 days	(18)	(264)	153
Issuances of notes payable, with maturities greater than 90 days	62	62	17
Reductions of notes payable, with maturities greater than 90 days	(69)	(23)	(238)
Issuances of long-term debt	80	993	1,251
Reductions of long-term debt	(1,009)	(408)	(632)
Debt redemption costs	(17)	—	—
Net issuances of common stock	64	167	97
Common stock repurchases	(220)	(320)	(516)
Cash dividends	(769)	(762)	(736)
Other	(9)	(11)	—
Net cash provided by (used in) financing activities	\$ (1,905)	\$ (566)	\$ (604)
Effect of exchange rate changes on cash and cash equivalents	31	18	53
Increase (decrease) in cash and cash equivalents	\$ 76	\$ 40	\$ 1
Cash and cash equivalents at beginning of period	321	281	280
Cash and cash equivalents at end of period	\$ 397	\$ 321	\$ 281
Supplemental cash flow disclosures:			
Interest paid	\$ 284	\$ 280	\$ 258
Income taxes paid	\$ 537	\$ 188	\$ 352
Supplemental cash flow disclosures of non-cash investing activities:			
Beneficial interests obtained in exchange for securitized trade receivables	\$ —	\$ —	\$ 1,222
Additions to properties included in accounts payable	\$ 128	\$ 162	\$ 151

Refer to Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

NOTE 1 ACCOUNTING POLICIES

Basis of presentation

The consolidated financial statements include the accounts of the Kellogg Company, those of the subsidiaries that it controls due to ownership of a majority voting interest (Kellogg or the Company). The Company continually evaluates its involvement with variable interest entities (VIEs) to determine whether it has variable interests and is the primary beneficiary of the VIE. When these criteria are met, the Company is required to consolidate the VIE. The Company's share of earnings or losses of nonconsolidated affiliates is included in its consolidated operating results using the equity method of accounting when it is able to exercise significant influence over the operating and financial decisions of the affiliate. The Company uses the cost method of accounting if it is not able to exercise significant influence over the operating and financial decisions of the affiliate. Intercompany balances and transactions are eliminated.

The Company's fiscal year normally ends on the Saturday closest to December 31 and as a result, a 53rd week is added approximately every sixth year. The Company's 2019, 2018 and 2017 fiscal years each contained 52 weeks and ended on December 28, 2019, December 29, 2018, and December 30, 2017, respectively.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods reported. Actual results could differ from those estimates.

Cash and cash equivalents

Highly liquid investments with remaining stated maturities of three months or less when purchased are considered cash equivalents and recorded at cost.

Accounts receivable

Accounts receivable consists principally of trade receivables, which are recorded at the invoiced amount, net of allowances for doubtful accounts and prompt payment discounts. Trade receivables do not bear interest. The allowance for doubtful accounts represents management's estimate of the amount of probable credit losses in existing accounts receivable, as determined from a review of past due balances and other specific account data. Account balances are written off against the allowance when management determines the receivable is uncollectible. For the years ended 2019 and 2018 the Company did not have off-balance sheet credit exposure related to its customers. Please refer to Note 2 for information on sales of accounts receivable.

Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is determined on an average cost basis.

Property

The Company's property consists mainly of plants and equipment used for manufacturing activities. These assets are recorded at cost and depreciated over estimated useful lives using straight-line methods for financial reporting and accelerated methods, where permitted, for tax reporting. Major property categories are depreciated over various periods as follows (in years): manufacturing machinery and equipment 15-30; office equipment 5; computer equipment and capitalized software 3-7; building components 20; building structures 10-50. Cost includes interest associated with significant capital projects. Plant and equipment are reviewed for impairment when conditions indicate that the carrying value may not be recoverable. Such conditions include an extended period of idleness or a plan of disposal. Assets to be disposed of at a future date are depreciated over the remaining period of use. Assets to be sold are written down to realizable value at the time the assets are being actively marketed for sale and a sale is expected to occur within one year. There were no assets held for sale at the year-end 2019 or 2018.

Goodwill and other intangible assets

Goodwill and indefinite-lived intangibles are not amortized, but are tested at least annually for impairment of value and whenever events or changes in circumstances indicate the carrying amount of the asset may be impaired. An intangible asset with a finite life is amortized on a straight-line basis over the estimated useful life, which materially approximates the pattern of economic benefit.

For the goodwill impairment test, the fair value of the reporting units are estimated based on market multiples. This approach employs market multiples based on either sales or earnings before interest, taxes, depreciation and amortization for companies that are comparable to the Company's reporting units. In the event the fair value determined using the market multiple approach is close to carrying value, the Company may supplement the fair value determination using discounted cash flows. The assumptions used for the impairment test are consistent with those utilized by a market participant performing similar valuations for the Company's reporting units.

Similarly, impairment testing of other intangible assets requires a comparison of carrying value to fair value of that particular asset. Fair values of non-goodwill intangible assets are based primarily on projections of future cash flows to be generated from that asset. For instance, cash flows related to a particular trademark would be based on a projected royalty stream attributable to branded product sales, discounted at rates consistent with rates used by market participants.

These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables.

Accounts payable

The Company has agreements with third parties to provide accounts payable tracking systems which facilitate participating suppliers' ability to monitor and, if elected, sell payment obligations from the Company to designated third-party financial institutions. Participating suppliers may, at their sole discretion, make offers to sell one or more payment obligations of the Company prior to their scheduled due dates at a discounted price to participating financial institutions. The Company's goal is to capture overall supplier savings, in the form of payment terms or vendor funding, and the agreements facilitate the suppliers' ability to sell payment obligations, while providing them with greater working capital flexibility. The Company has no economic interest in the sale of these suppliers' receivables and no direct financial relationship with the financial institutions concerning these services. The Company's obligations to its suppliers, including amounts due and scheduled payment dates, are not impacted by suppliers' decisions to sell amounts under the arrangements. However, the Company's right to offset balances due from suppliers against payment obligations is restricted by the agreements for those payment obligations that have been sold by suppliers. The payment of these obligations by the Company is included in cash used in operating activities in the Consolidated Statement of Cash Flows. As of December 28, 2019, \$812 million of the Company's outstanding payment obligations had been placed in the accounts payable tracking system, and participating suppliers had sold \$605 million of those payment obligations to participating financial institutions. As of December 29, 2018, \$893 million of the Company's outstanding payment obligations had been placed in the accounts payable tracking system, and participating suppliers had sold \$701 million of those payment obligations to participating financial institutions.

Revenue recognition

The Company recognizes sales upon delivery of its products to customers. Revenue, which includes shipping and handling charges billed to the customer, is reported net of applicable discounts, returns, allowances, and various government withholding taxes. Methodologies for determining these provisions are dependent on local customer pricing and promotional practices, which range from contractually fixed percentage price reductions to reimbursement based on actual occurrence or performance. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance.

The Company recognizes revenue from the sale of food products which are sold to retailers through direct sales forces, broker and distributor arrangements. The Company also recognizes revenue from the license of our trademarks granted to third parties who uses these trademarks on their merchandise and revenue from hauling services provided to third parties within certain markets. Revenue from these licenses and hauling services is not material to the Company.

Contract balances recognized in the current period that are not the result of current period performance are not material to the Company. The Company also does not incur costs to obtain or fulfill contracts.

The Company does not adjust the promised amount of consideration for the effects of significant financing components as the Company expects, at contract inception, that the period between the transfer of a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The Company accounts for shipping and handling activities that occur before the customer has obtained control of a good as fulfillment activities (i.e., an expense) rather than as a promised service.

The Company excludes from the measurement of transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by the Company from a customer for sales taxes.

Performance obligations

The Company recognizes revenue when (or as) performance obligations are satisfied by transferring control of the goods to customers. Control is transferred upon delivery of the goods to the customer. The customer is invoiced with payment terms which are commensurate with the customer's credit profile. Shipping and/or handling costs that occur before the customer obtains control of the goods are deemed to be fulfillment activities and are accounted for as fulfillment costs.

The Company assesses the goods and services promised in its customers' purchase orders and identifies a performance obligation for each promise to transfer a good or service (or bundle of goods or services) that is distinct. To identify the performance obligations, the Company considers all the goods or services promised, whether explicitly stated or implied based on customary business practices. For a purchase order that has more than one performance obligation, the Company allocates the total consideration to each distinct performance obligation on a relative standalone selling price basis.

Significant Judgments

The Company offers various forms of trade promotions and the methodologies for determining these provisions are dependent on local customer pricing and promotional practices, which range from contractually fixed percentage price reductions to provisions based on actual occurrence or performance. Where applicable, future provisions are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance.

The Company's promotional activities are conducted either through the retail trade or directly with consumers and include activities such as in-store displays and events, feature price discounts, consumer coupons, contests and loyalty programs. The costs of these activities are generally recognized at the time the related revenue is recorded, which normally precedes the actual cash expenditure. The recognition of these costs therefore requires management judgment regarding the volume of promotional offers that will be redeemed by either the retail trade or consumer. These estimates are made using various techniques including historical data on performance of similar promotional programs. Differences between estimated expense and actual redemptions are normally immaterial and recognized as a change in management estimate in a subsequent period.

Advertising and promotion

The Company expenses production costs of advertising the first time the advertising takes place. Advertising expense is classified in selling, general and administrative (SGA) expense.

The Company classifies promotional payments to its customers, the cost of consumer coupons, and other cash redemption offers in net sales. Promotional allowances are estimated using various techniques including historical cash expenditure and redemption experience and patterns. Differences between estimated expense and actual redemptions are normally immaterial and recognized as a change in management estimate in a subsequent period. The liability associated with these promotions are recorded in other current liabilities.

The cost of promotional package inserts is recorded in cost of goods sold (COGS). Other types of consumer promotional expenditures are recorded in SGA expense.

Research and development

The costs of research and development (R&D) are expensed as incurred and are classified in SGA expense. R&D includes expenditures for new product and process innovation, as well as significant technological improvements to existing products and processes. The Company's R&D expenditures primarily consist of internal salaries, wages, consulting, and supplies attributable to time spent on R&D activities. Other costs include depreciation and maintenance of research facilities and equipment, including assets at manufacturing locations that are temporarily engaged in pilot plant activities.

Stock-based compensation

The Company uses stock-based compensation, including stock options, restricted stock, restricted stock units, and executive performance shares, to provide long-term performance incentives for its global workforce.

The Company classifies pre-tax stock compensation expense in SGA and COGS within its corporate operations. Expense attributable to awards of equity instruments is recorded in capital in excess of par value in the Consolidated Balance Sheet.

Certain of the Company's stock-based compensation plans contain provisions that prorate vesting of awards upon retirement, disability, or death of eligible employees and directors. A stock-based award is considered vested for expense attribution purposes when the employee's retention of the award is no longer contingent on providing subsequent service. Accordingly, the Company recognizes compensation cost immediately for awards granted to retirement-eligible individuals or over the period from the grant date to the date retirement eligibility is achieved, if less than the stated vesting period.

The Company recognizes compensation cost for stock option awards that have a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

Income taxes

The Company recognizes uncertain tax positions based on a benefit recognition model. Provided that the tax position is deemed more likely than not of being sustained, the Company recognizes the largest amount of tax benefit that is greater than 50 percent likely of being ultimately realized upon settlement. The tax position is derecognized when it is no longer more likely than not of being sustained. The Company classifies income tax-related interest and penalties as interest expense and SGA expense, respectively, on the Consolidated Statement of Income. The current portion of the Company's unrecognized tax benefits is presented in the Consolidated Balance Sheet in other current assets and other current liabilities, and the amounts expected to be settled after one year are recorded in other assets and other liabilities.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration as well as the reinvestment assertion regarding our undistributed foreign earnings. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act includes a provision designed to tax currently global intangible low taxed income (GILTI) starting in 2018. Under the provision, a U.S. shareholder is required to include in gross income the amount of its GILTI, which is 50% of the excess of the shareholder's net tested income of its controlled foreign corporation over the deemed tangible income return. The amount of GILTI included by a U.S. shareholder is computed by aggregating all controlled foreign corporations (CFC). Shareholders are allowed to claim a foreign tax credit for 80 percent of the taxes paid or accrued with respect to the tested income of each CFC, subject to some limitations. The Company elected to account for the GILTI as a period cost and has included an estimate for GILTI in its effective tax rate.

Derivative Instruments

The fair value of derivative instruments is recorded in other current assets, other assets, other current liabilities or other liabilities. Gains and losses representing either hedge ineffectiveness, hedge components excluded from the assessment of effectiveness, or hedges of translational exposure are recorded in the Consolidated Statement of Income in other income (expense), net (OIE) or interest expense. In the Consolidated Statement of Cash Flows, settlements of cash flow and fair value hedges are classified as an operating activity; settlements of all other derivative instruments, including instruments for which hedge accounting has been discontinued, are classified consistent with the nature of the instrument.

Cash flow hedges. Qualifying derivatives are accounted for as cash flow hedges when the hedged item is a forecasted transaction. Gains and losses on these instruments are recorded in other comprehensive income until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive income (loss) (AOCI) to the Consolidated Statement of Income on the same line item as the underlying transaction.

Fair value hedges. Qualifying derivatives are accounted for as fair value hedges when the hedged item is a recognized asset, liability, or firm commitment. Gains and losses on these instruments are recorded in earnings, offsetting gains and losses on the hedged item.

Net investment hedges. Qualifying derivative and nonderivative financial instruments are accounted for as net investment hedges when the hedged item is a nonfunctional currency investment in a subsidiary. Gains and losses on these instruments are included in foreign currency translation adjustments in AOCI.

Derivatives not designated for hedge accounting. Gains and losses on these instruments are recorded in the Consolidated Statement of Income, on the same line item as the underlying hedged item.

Foreign currency exchange risk. The Company is exposed to fluctuations in foreign currency cash flows related primarily to third-party purchases, intercompany transactions and when applicable, nonfunctional currency denominated third-party debt. The Company is also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments. Additionally, the Company is exposed to volatility in the translation of foreign currency denominated earnings to U.S. dollars. Management assesses foreign currency risk based on transactional cash flows and translational volatility and may enter into forward contracts, options, and currency swaps to reduce fluctuations in long or short currency positions.

Forward contracts and options are generally less than 18 months duration. Currency swap agreements are established in conjunction with the term of underlying debt issues.

For foreign currency cash flow and fair value hedges, the assessment of effectiveness is generally based on changes in spot rates. Changes in time value are reported in OIE.

Interest rate risk. The Company is exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing and future issuances of variable rate debt. The Company periodically uses interest rate swaps, including forward-starting swaps, to reduce interest rate volatility and funding costs associated with certain debt issues, and to achieve a desired proportion of variable versus fixed rate debt, based on current and projected market conditions.

Fixed-to-variable interest rate swaps are accounted for as fair value hedges and the assessment of effectiveness is based on changes in the fair value of the underlying debt, using incremental borrowing rates currently available on loans with similar terms and maturities.

Price risk. The Company is exposed to price fluctuations primarily as a result of anticipated purchases of raw and packaging materials, fuel, and energy. The Company has historically used the combination of long-term contracts with suppliers, and exchange-traded futures and option contracts to reduce price fluctuations in a desired percentage of forecasted raw material purchases over a duration of generally less than 18 months.

Pension benefits, nonpension postretirement and postemployment benefits

The Company sponsors a number of U.S. and foreign plans to provide pension, health care, and other welfare benefits to retired employees, as well as salary continuance, severance, and long-term disability to former or inactive employees.

The recognition of benefit expense is based on actuarial assumptions, such as discount rate, long-term rate of compensation increase, and long-term rate of return on plan assets and health care cost trend rate. Service cost is reported in COGS and SGA expense on the Consolidated Statement of Income. All other components of net periodic pension cost are included in OIE.

Postemployment benefits. The Company recognizes an obligation for postemployment benefit plans that vest or accumulate with service. Obligations associated with the Company's postemployment benefit plans, which are unfunded, are included in other current liabilities and other liabilities on the Consolidated Balance Sheet. All gains and losses are recognized over the average remaining service period of active plan participants.

Postemployment benefits that do not vest or accumulate with service or benefits to employees in excess of those specified in the respective plans are expensed as incurred.

Pension and nonpension postretirement benefits. The Company recognizes actuarial gains and losses in operating results in the year in which they occur. Experience gains and losses are recognized annually as of the measurement date, which is the Company's fiscal year-end, or when remeasurement is otherwise required under generally accepted accounting principles. The Company uses the fair value of plan assets to calculate the expected return on plan assets.

Reportable segments are allocated service cost. All other components of pension and postretirement benefit expense, including interest cost, expected return on assets, prior service cost, and experience gains and losses are considered unallocated corporate costs and are not included in the measure of reportable segment operating results. See Note 17 for more information on reportable segments. Management reviews the Company's expected long-term rates of return annually; however, the benefit trust investment performance for one particular year does not, by itself, significantly influence this evaluation. The expected rates of return are generally not revised provided these rates fall between the 25th and 75th percentile of expected long-term returns, as determined by the Company's modeling process.

For defined benefit pension and postretirement plans, the Company records the net overfunded or underfunded position as a pension asset or pension liability on the Consolidated Balance Sheet.

New accounting standards

Income Taxes. In October 2016, the Financial Accounting Standards Board (FASB), as part of their simplification initiative, issued an Accounting Standards Update (ASU) to improve the accounting for income tax consequences of intra-entity transfers of assets other than inventory. The amendments in the ASU eliminate the exception, such that entities should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The amendments in this ASU should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the period of adoption. The Company early adopted the ASU in the first quarter of 2017. As a result of intercompany transfers of intellectual property, the Company recorded a \$39 million reduction in income tax expense during the year ended December 30, 2017. Upon adoption, there was no cumulative effect adjustment to retained earnings.

Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities. In August 2017, the FASB issued an ASU intended to simplify hedge accounting by better aligning an entity's financial reporting for hedging relationships with its risk management activities. The ASU also simplifies the application of the hedge accounting guidance. The new guidance is effective fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. For cash flow hedges existing at the adoption date, the standard requires adoption on a modified retrospective basis with a cumulative-effect adjustment to the Consolidated Balance Sheet as of the beginning of the year of adoption. The amendments to presentation guidance and disclosure requirements are required to be adopted prospectively. The Company adopted the ASU in the first quarter of 2018. The impact of adoption was immaterial to the financial statements.

Simplifying the test for goodwill impairment. In January 2017, the FASB issued an ASU to simplify how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. The ASU is effective for an entity's annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The amendments in this ASU should be applied on a prospective basis. The Company adopted the ASU in the first quarter of 2018 with no impact.

Recognition and measurement of financial assets and liabilities. In January 2016, the FASB issued an ASU which requires equity investments that are not accounted for under the equity method of accounting to be measured at fair value with changes recognized in net income and which updates certain presentation and disclosure requirements. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption can be elected for all financial statements of fiscal years and interim periods that have not yet been issued or that have not yet been made available for issuance. Entities should apply the update by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The Company adopted the updated standard in the first quarter of 2018. The impact of adoption was immaterial to the financial statements.

Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. In February 2018, the Financial Accounting Standards Board (FASB) issued an Accounting Standard Update (ASU) permitting a company

to reclassify the disproportionate income tax effects of the Tax Cuts and Jobs Act of 2017 on items within accumulated other comprehensive income (AOCI) to retained earnings. We elected to adopt the ASU effective in the first quarter of 2019 and reclassified the disproportionate income tax effect recorded within AOCI to retained earnings. This resulted in a decrease to AOCI and an increase to retained earnings of \$22 million. The adjustment primarily related to deferred taxes previously recorded for pension and other postretirement benefits, as well as hedging positions for debt and net investment hedges.

Leases. In February 2016, the FASB issued an ASU which requires the recognition of lease assets and lease liabilities by lessees for all leases with terms greater than 12 months. The distinction between finance leases and operating leases remains, with similar classification criteria as current GAAP to distinguish between capital and operating leases. The principal difference from previous guidance is that the lease assets and lease liabilities arising from operating leases are recognized on the Consolidated Balance Sheet. Lessor accounting remains substantially similar to previous GAAP. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018.

The Company adopted the ASU in the first quarter of 2019, using the optional transition method that allows for a cumulative-effect adjustment in the period of adoption with no restatement of prior periods. The Company elected the package of practical expedients permitted under the transition guidance that allows for the carry forward of historical lease classifications and consistent treatment of initial direct costs for existing leases. The Company also elected to apply the practical expedient that allows the continued historical treatment of land easements. The Company did not elect the practical expedient for the use of hindsight in evaluating the expected lease term of existing leases.

The adoption of the ASU resulted in the recording of operating lease assets and operating lease liabilities of approximately \$453 million to \$461 million respectively, as of December 30, 2018. The difference between the additional lease assets and lease liabilities, represents existing deferred rent and prepaid lease balances that were reclassified on the balance sheet. The adoption of the ASU did not have a material impact to the Company's Consolidated Statements of Income or Cash Flows.

Accounting standards to be adopted in future periods

Cloud Computing Arrangements. In August 2018, the FASB issued ASU 2018-15: Intangibles - Goodwill and Other - Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract. The ASU allows companies to capitalize implementation costs incurred in a hosting arrangement that is a service contract over the term of the hosting arrangement, including periods covered by renewal options that are reasonably certain to be exercised. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019 and can be applied retrospectively or prospectively. Early adoption is permitted. The Company plans to adopt the ASU in the first quarter of 2020 and apply it prospectively. The adoption is not expected to have a material impact to the Company's Consolidated Financial Statements.

Compensation Retirement Benefits. In August 2018, the FASB issued ASU 2018-14: Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans. The ASU removed disclosures that no longer are considered cost beneficial, clarified the specific requirements of disclosures, and added disclosure requirements identified as relevant. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2020 and can be applied retrospectively or prospectively. Early adoption is permitted. The Company is currently assessing when to adopt the ASU and the impact of adoption.

NOTE 2

SALE OF ACCOUNTS RECEIVABLE

The Company has a program in which a discrete group of customers are allowed to extend their payment terms in exchange for the elimination of early payment discounts (Extended Terms Program).

The Company has two Receivable Sales Agreements (Monetization Programs) described below, which are intended to directly offset the impact the Extended Terms Program would have on the days-sales-outstanding (DSO) metric that is critical to the effective management of the Company's accounts receivable balance and overall working capital. The Monetization Programs are designed to effectively offset the impact on working capital of the Extended Terms Program. The Monetization Programs sell, on a revolving basis, certain trade accounts receivable invoices to third party financial institutions. Transfers under these agreements are accounted for as sales of receivables resulting in the receivables being de-recognized from the Consolidated Balance Sheet. The Monetization Programs provide for the continuing sale of certain receivables on a revolving basis until terminated by either party; however the maximum receivables that may be sold at any time is \$1,033 million.

The Company has no retained interest in the receivables sold, however the Company does have collection and administrative responsibilities for the sold receivables. The Company has not recorded any servicing assets or liabilities as of December 28, 2019 and December 29, 2018 for these agreements as the fair value of these servicing arrangements as well as the fees earned were not material to the financial statements.

Accounts receivable sold of \$774 million and \$900 million remained outstanding under these arrangements as of December 28, 2019 and December 29, 2018, respectively. The proceeds from these sales of receivables are included in cash from operating activities in the Consolidated Statement of Cash Flows. The recorded net loss on sale of receivables was \$25 million, \$26 million and \$11 million for the years ended December 28, 2019, December 29, 2018 and December 30, 2017, respectively. The recorded loss is included in Other income and expense.

Other programs

Additionally, from time to time certain of the Company's foreign subsidiaries will transfer, without recourse, accounts receivable balances of certain customers to financial institutions. These transactions are accounted for as sales of the receivables resulting in the receivables being de-recognized from the Consolidated Balance Sheet. Accounts receivable sold of \$89 million and \$93 million remained outstanding under these programs as of December 28, 2019 and December 29, 2018, respectively. The proceeds from these sales of receivables are included in cash from operating activities in the Consolidated Statement of Cash Flows. The recorded net loss on the sale of these receivables is included in Other income and expense and is not material.

NOTE 3

DIVESTITURES, WEST AFRICA INVESTMENTS AND ACQUISITIONS

Divestiture

On July 28, 2019, the Company completed its sale of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses to Ferrero International S.A. ("Ferrero") for approximately \$1.3 billion in cash, subject to a working capital adjustment mechanism. Both the total assets and net assets of the businesses were approximately \$1.3 billion, resulting in a net pre-tax gain of \$38 million during the year ended December 28, 2019, recorded in Other income and (expense), after including related costs to sell of \$14 million. Additionally, the Company recognized curtailment gains related to the divestiture totaling \$17 million in our U.S. pension and nonpension postretirement plans. The operating results for these businesses were primarily included in the North America reporting segment prior to the sale.

Proceeds from the divestiture were used primarily to redeem \$1.0 billion of debt during the third quarter. Additionally, the Company paid approximately \$255 million of cash taxes on the divestiture in the fourth quarter of 2019.

In connection with the sale, the Company entered into a transition services agreement (TSA) with Ferrero, under which the Company will provide certain services to Ferrero to help facilitate an orderly transition of the businesses following the sale. In return for these services, Ferrero is required to pay certain agreed upon fees that are designed to reimburse the Company for certain costs incurred by the Company in providing such services, plus specified immaterial margins. The TSA provides for a term of services starting at the sale completion date and continuing for a period of up to 18 months.

Multipro acquisition

On May 2, 2018, the Company (i) acquired an incremental 1% ownership interest in Multipro, a leading distributor of a variety of food products in Nigeria and Ghana, and (ii) exercised its call option (Purchase Option) to acquire a 50% interest in Tolaram Africa Foods, PTE LTD (TAF), a holding company with a 49% equity interest in an affiliated food manufacturer, resulting in the Company having a 24.5% interest in the affiliated food manufacturer. The aggregate cash consideration paid was approximately \$419 million and was funded through cash on hand and short-term borrowings, which was refinanced with long-term borrowings in May 2018. As part of the consideration for the acquisition, an escrow established in connection with the original Multipro investment in 2015, which represented a significant portion of the amount paid for the Company's initial investment, was released by the Company. The amount paid to exercise the Purchase Option was subject to certain working capital and net debt adjustments based on the actual working capital and net debt existing on the exercise date compared to targeted amounts. These adjustments were finalized during 2018 and resulted in an increase in the purchase price of \$1 million.

As a result of the Company's incremental ownership interest in Multipro and concurrent changes to the shareholders' agreement, the Company now has a 51% controlling interest in and began consolidating Multipro. Accordingly, the acquisition was accounted for as a business combination and the assets and liabilities of Multipro were included in the December 29, 2018 Consolidated Balance Sheet and the results of its operations have been included in the Consolidated Statement of Income subsequent to the acquisition date. The aggregate of the consideration paid and the fair value of previously held equity interest totaled \$626 million, or \$617 million net of cash acquired. The Multipro investment was previously accounted for under the equity method of accounting and the Company recorded our share of equity income or loss from Multipro within Earnings (loss) from unconsolidated entities. In connection with the business combination, the Company recognized a one-time, non-cash gain on the disposition of our previously held equity interest in Multipro of \$245 million, which is included within Earnings (loss) from unconsolidated entities.

We utilized estimated fair values at the acquisition date to allocate the total consideration exchanged to the net tangible and intangible assets acquired and liabilities assumed.

The acquisition resulted in \$616 million of non-tax deductible goodwill relating principally to planned growth in new markets, deferred taxes associated with intangible assets, and any intangible assets that did not qualify for separate recognition. We used the excess earnings method, a variation of the income approach, to value a perpetual distribution agreement indefinite lived intangible asset. We also valued customer relationships, using either the excess earnings method or with-and-without method, which is also a variation of the income approach. Some of the more significant assumptions inherent in developing the valuations included the estimated annual net cash flows for each indefinite-lived or definite-lived intangible asset (including net sales, cost of products sold, selling and marketing costs, and working capital/contributory asset charges), the discount rate that appropriately reflects the risk inherent in each future cash flow stream, the assessment of each asset's life cycle, and competitive trends, as well as other factors. We determined the assumptions used in the financial forecasts using historical data, supplemented by current and anticipated market conditions, estimated product category growth rates, management plans, and market comparables.

We used carrying values as of the acquisition date to value certain current and non-current assets and liabilities, as we determined that they represented the fair value of those items at the acquisition date. Deferred income tax assets and liabilities as of the acquisition date represented the expected future tax consequences of temporary differences between the fair values of the assets acquired and liabilities assumed and their tax bases. We estimated the fair value of non-controlling interests assumed consistent with the manner in which we valued all of the underlying assets and liabilities.

The assets and liabilities are included in the Consolidated Balance Sheet as of December 29, 2018 within the Kellogg AMEA reporting segment. The fair value of the acquired assets, assumed liabilities, and noncontrolling interest include the following:

(millions)	May 2, 2018	
Current assets	\$	118
Property		41
Goodwill		616
Intangible assets subject to amortization, primarily customer relationships		425
Intangible assets not subject to amortization, primarily distribution rights		373
Deferred tax liability		(254)
Other liabilities		(150)
Noncontrolling interest		(552)
	\$	617

The amounts in the above table represent the final allocation of purchase price as of December 29, 2018. During 2018, deferred tax liabilities were decreased by \$2 million and other liabilities were increased by \$2 million in conjunction with an updated allocation of the purchase price.

For the post-acquisition period ended December 29, 2018, the acquisition added net sales of \$536 million and net earnings of \$8 million, including transaction fees and integration costs. The Company's consolidated unaudited pro forma historical net sales and net income, as if Multipro had been acquired at the beginning of 2017, exclusive of the non-cash \$245 million gain on the disposition of the equity interest recognized in the second quarter of 2018, are estimated as follows:

(millions)	Year ended	
	December 29, 2018	December 30, 2017
Net sales	\$ 13,829	\$ 13,511
Net Income attributable to Kellogg Company	\$ 1,336	\$ 1,255

Investment in TAF

The investment in TAF, our interest in an affiliated food manufacturer, is accounted for under the equity method of accounting with the Company's share of equity income or loss being recognized within Earnings (loss) from unconsolidated entities. During 2018, when the call option was exercised for TAF, the \$458 million aggregate of the consideration paid upon exercise and the historical cost value of the Purchase Option was compared to the estimated fair value of the Company's ownership percentage of TAF and the Company recognized a one-time, non-cash loss of \$45 million within Earnings (loss) from unconsolidated entities, which represents an other than temporary excess of cost over fair value of the investment. The difference between the carrying amount of TAF and the underlying equity in net assets is primarily attributable to brand and customer list intangible assets, a portion of which is being amortized over future periods, and goodwill.

TAF and certain other unconsolidated entities of the Company are suppliers of Multipro. The related trade payables are generally settled on a monthly basis. TAF's net sales, totaling \$581 million for the year ended December 28, 2019 and \$350 million for the seven months ended December 29, 2018, consist primarily of inventory purchases by Multipro.

RX acquisition

In October 2017, the Company completed its acquisition of Chicago Bar Co., LLC, the manufacturer of RXBAR, for \$600 million, or \$596 million net of cash and cash equivalents. The purchase price was subject to certain working capital and net debt adjustments based on the actual working capital and net debt existing on the acquisition date compared to targeted amounts. These adjustments were finalized during 2018 and resulted in a purchase price reduction of \$1 million. The acquisition was accounted for under the purchase price method and was financed with short-term borrowings.

For the post-acquisition period ended December 30, 2017, the acquisition added \$27 million in net sales and less than \$1 million of operating profit in the Company's North America reporting segment. The pro forma effects of this acquisition were not material.

The assets and liabilities are included in the Consolidated Balance Sheet as of December 28, 2019 within the North America reporting segment. The acquired assets and assumed liabilities include the following:

(millions)	October 27, 2017
Current assets	\$ 42
Goodwill	373
Intangible assets, primarily indefinite-lived brands	203
Current liabilities	(23)
	\$ 595

The amounts in the above table represent the final allocation of purchase price as of December 29, 2018, which resulted in a \$2 million increase in amortizable intangible assets with a corresponding reduction of goodwill during 2018.

NOTE 4 GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and Intangible Assets

Changes in the carrying amount of goodwill, intangible assets subject to amortization, consisting primarily of customer relationships, and indefinite-lived intangible assets, consisting of brands and distribution agreements, are presented in the following tables:

Carrying amount of goodwill

(millions)	North America	Europe	Latin America	AMEA	Consoli- dated
December 30, 2017	\$ 4,617	\$ 368	\$ 244	\$ 275	\$ 5,504
Additions	—	—	—	616	616
Purchase price allocation adjustment	(2)	—	—	—	(2)
Purchase price adjustment	—	—	—	—	—
Currency translation adjustment	(4)	(22)	(26)	(16)	(68)
December 29, 2018	\$ 4,611	\$ 346	\$ 218	\$ 875	\$ 6,050
Divestiture	(191)	—	—	—	(191)
Currency translation adjustment	2	1	(5)	4	2
December 28, 2019	\$ 4,422	\$ 347	\$ 213	\$ 879	\$ 5,861

Intangible assets subject to amortization

Gross carrying amount

(millions)	North America	Europe	Latin America	AMEA	Consoli- dated
December 30, 2017	\$ 72	\$ 45	\$ 74	\$ 10	\$ 201
Additions	—	—	—	425	425
Purchase price allocation adjustment	2	—	—	—	2
Currency translation adjustment	—	(2)	(11)	(7)	(20)
December 29, 2018	\$ 74	\$ 43	\$ 63	\$ 428	\$ 608
Additions	2	—	—	—	2
Divestiture	(12)	—	—	—	(12)
Currency translation adjustment	—	(2)	(3)	1	(4)
December 28, 2019	\$ 64	\$ 41	\$ 60	\$ 429	\$ 594

Accumulated Amortization

December 30, 2017	\$ 35	\$ 18	\$ 10	\$ 4	\$ 67
Amortization	4	3	4	12	23
Currency translation adjustment	—	(1)	(2)	—	(3)
December 29, 2018	\$ 39	\$ 20	\$ 12	\$ 16	\$ 87
Amortization (a)	4	2	3	18	27
Divestiture	(12)	—	—	—	(12)
Currency translation adjustment	—	(1)	—	—	(1)
December 28, 2019	\$ 31	\$ 21	\$ 15	\$ 34	\$ 101

Intangible assets subject to amortization, net

December 30, 2017	\$ 37	\$ 27	\$ 64	\$ 6	\$ 134
Additions	—	—	—	425	425
Amortization	(4)	(3)	(4)	(12)	(23)
Purchase price allocation adjustment	2	—	—	—	2
Currency translation adjustment	—	(1)	(9)	(7)	(17)
December 29, 2018	\$ 35	\$ 23	\$ 51	\$ 412	\$ 521
Additions	2	—	—	—	2
Amortization	(4)	(2)	(3)	(18)	(27)
Divestiture	—	—	—	—	—
Currency translation adjustment	—	(1)	(3)	1	(3)
December 28, 2019	\$ 33	\$ 20	\$ 45	\$ 395	\$ 493

(a) The currently estimated aggregate amortization expense for each of the next five succeeding fiscal periods is approximately \$28 million per year through 2024.

Intangible assets not subject to amortization

(millions)	North America	Europe	Latin America	AMEA	Consoli- dated
December 30, 2017	\$ 1,985	\$ 420	\$ 86	\$ 14	\$ 2,505
Additions	—	—	—	373	373
Purchase price allocation adjustment	—	—	—	—	—
Currency translation adjustment	—	(19)	(13)	(6)	(38)
December 29, 2018	\$ 1,985	\$ 401	\$ 73	\$ 381	\$ 2,840
Additions	18	—	—	—	18
Divestiture	(765)	—	—	—	(765)
Currency translation adjustment	—	(9)	(3)	2	(10)
December 28, 2019	\$ 1,238	\$ 392	\$ 70	\$ 383	\$ 2,083

Annual Impairment Testing

On December 30, 2018 the Company reorganized our North American business. The reorganization eliminated the legacy business unit structure and internal reporting. In addition, the Company changed the internal reporting provided to the chief operating decision maker (CODM) and segment manager. As a result, the Company reevaluated its operating segments and reporting units.

In addition, we transferred the management of our Middle East, North Africa, and Turkey businesses from Europe to AMEA, effective December 30, 2018.

Refer to Note 17 Reportable Segments for further details on these changes. As a result of these changes in operating segments and related reporting units, the Company re-allocated goodwill between reporting units where necessary and compared the carrying value to the fair value of each impacted reporting unit on a before and after basis. This evaluation was only required to be performed on reporting units impacted by the changes noted above.

Effective December 30, 2018 in North America, the previous U.S. Snacks, U.S. Morning Foods, U.S. Specialty Channels, U.S. Frozen Foods, Kashi, Canada and RX operating segments are now a single operating segment (Kellogg North America). At the beginning of 2019, the Company evaluated the related impacted reporting units for impairment on a before and after basis and concluded that the fair values of each reporting unit exceeded their carrying values.

Approximately \$46 million of goodwill was re-allocated between the impacted reporting units within Europe and AMEA related to the transfer of businesses between these operating segments. The Company performed a goodwill evaluation of the impacted reporting units on a before and after basis and concluded that the fair value of the impacted reporting units exceeded their carrying values.

Additionally, during the first quarter of 2019, the Company determined that it was more likely than not that the Company would be selling selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses within the North America reporting unit. As a result, the Company performed a goodwill impairment evaluation on the North America reporting unit in the first quarter of 2019 and concluded that the fair value exceeded the carrying value of the reporting unit. During the second quarter of 2019, the Company entered into a definitive agreement to sell the businesses to Ferrero. The sale was completed during the third quarter of 2019 and resulted in the divestiture of the net assets and liabilities of these businesses, included in the North America reporting unit, including \$191 million of Goodwill and \$765 million of Net Intangibles. In addition to the cash consideration received, the Company entered into a perpetual royalty-free licensing agreement with Ferrero, allowing Kellogg the use of certain brand names for cracker products. The license agreement was fair valued at \$18 million and recorded as an indefinite-lived intangible asset.

At December 28, 2019, goodwill and other intangible assets amounted to \$8.4 billion, consisting primarily of goodwill and brands originally associated with the 2001 acquisition of Keebler Foods Company and the 2012 acquisition of Pringles. Within this total, approximately \$2.1 billion of non-goodwill intangible assets were classified as indefinite-lived, including \$1.7 billion related to trademarks, comprised principally of Pringles and cracker-related trademarks. The majority of these intangible assets are recorded in our North America reporting unit. The Company currently believes the fair value of goodwill and other intangible assets exceeds their carrying value and that those intangibles so classified will contribute indefinitely to cash flows. Through impairment testing performed during the fourth quarter of 2019, no heightened risk of impairment of individual intangible assets or reporting units was identified.

Additionally, the Company has goodwill of \$606 million and \$373 million at December 28, 2019 related to the Multipro and RX reporting units, respectively. The Company performed goodwill impairment testing for Multipro using both an EBITDA market multiple and discounted cash flow (DCF) method. The Company performed goodwill impairment testing for RX using both a sales market multiple and discounted cash flow method. Significant assumptions utilized within the Multipro DCF model include forecasted net sales growth and gross margin. The significant assumption utilized within the RX DCF model is forecasted net sales growth. The Company determined the fair value of Multipro and RX exceed the carrying value and no heightened risk of impairment exists for the reporting units.

NOTE 5 RESTRUCTURING PROGRAMS

The Company views its restructuring and cost reduction activities as part of its operating principles to provide greater visibility in achieving its long-term profit growth targets. Initiatives undertaken are currently expected to recover cash implementation costs within a 3 to 5-year period of completion. Upon completion (or as each major stage is completed in the case of multi-year programs), the project begins to deliver cash savings and/or reduced depreciation.

Project K

As of the end of 2019, the Company has completed implementation of all Project K initiatives. Total project charges, after-tax cash costs and annual savings delivered by Project K were in line with expectations.

Since inception, Project K has reduced the Company's cost structure, and provided enduring benefits, including an optimized supply chain infrastructure, an efficient global business services model, a global focus on categories, increased agility from a more efficient organization design, and improved effectiveness in go-to-market models. These benefits have strengthened existing businesses in core markets, increased growth in developing and emerging markets, and driven an increased level of value-added innovation.

The total program resulted in pre-tax charges, of approximately \$1.6 billion, with after-tax cash costs, including incremental capital expenditures, of approximately \$1.2 billion. Total project charges consist of asset-related costs of approximately \$500 million which consists primarily of asset impairments, accelerated depreciation and other exit-related costs; employee-related costs of approximately \$400 million which includes severance, pension and other termination benefits; and other costs of approximately \$700 million which consists primarily of charges related to the design and implementation of global business capabilities and a more efficient go-to-market model.

Total pre-tax charges related to Project K impacted reportable segments as follows: North America (approximately 65%), Europe (approximately 21%), Latin America (approximately 4%), AMEA (approximately 6%), and Corporate (approximately 4%).

Since the inception of Project K, the Company recognized charges of \$1,574 million that have been attributed to the program. The charges were comprised of \$6 million being recorded as a reduction of revenue, \$928 million being recorded in COGS, \$807 million recorded in SGA and \$(167) million recorded in OIE.

Other programs

During 2019, the Company announced a reorganization plan for the European reportable segment designed to simplify the organization, increase organizational efficiency, and enhance key processes. The overall project is expected to be substantially completed by the end of fiscal year 2020.

The project is expected to result in cumulative pretax net charges of approximately \$40 million, including certain non-cash credits. Cash costs are expected to be approximately \$50 million. The total expected charges will include

severance and other termination benefits and charges related to relocation, third party legal and consulting fees, and contract termination costs.

The Company recorded total net charges of \$38 million related to this initiative during 2019, with \$43 million recorded in SG&A expense and \$(5) million recorded in OIE.

Also during 2019, the Company announced a reorganization plan which primarily impacts the North America reportable segment. The reorganization plan is designed to simplify the organization that supports the remaining North America reportable segment after the divestiture and related transition. The overall project is expected to be substantially completed by the end of fiscal year 2020.

The overall project is expected to result in cumulative pretax charges of approximately \$30 million. Cash costs are expected to approximate the pretax charges. Total expected charges will include severance and other termination benefits and charges related to third party consulting fees.

The Company recorded total charges of \$21 million related to this initiative during 2019. These charges were recorded in SG&A expense.

Total programs

During 2019, the Company recorded \$113 million of charges associated with all restructuring programs. The charges were comprised of \$35 million expense being recorded in Cost of Goods Sold (COGS), a \$83 million expense recorded in Selling, General, Administrative (SG&A), and \$(5) million recorded in Other (Income) Expense, net (OIE).

The Company recorded \$143 million of costs in 2018 associated with all restructuring programs. The charges were comprised of \$99 million being recorded in COGS, \$74 million recorded SG&A and \$(30) million recorded in OIE.

The Company recorded \$263 million of costs in 2017 associated with all restructuring programs. The charges were comprised of \$115 million expense being recorded in COGS, a \$296 million expense recorded in SGA expense, and a \$(148) million gain recorded in OIE.

The tables below provide the details for the charges incurred during 2019, 2018 and 2017 and program costs to date for all programs currently active as of December 28, 2019.

(millions)	2019	2018	2017	Program costs to date December 28, 2019
Employee related costs	\$ 49	\$ 63	\$ 177	\$ 646
Pension curtailment (gain) loss, net	(5)	(30)	(148)	(172)
Asset related costs	21	16	77	306
Asset impairment	—	14	—	169
Other costs	48	80	157	684
Total	\$ 113	\$ 143	\$ 263	\$ 1,633

(millions)	2019	2018	2017	Program costs to date December 28, 2019
North America	\$ 50	\$ 107	\$ 345	\$ 1,072
Europe	47	3	40	380
Latin America	15	15	9	57
AMEA	3	11	11	101
Corporate	(2)	7	(142)	23
Total	\$ 113	\$ 143	\$ 263	\$ 1,633

Employee related costs consisted of severance and pension charges. Pension curtailment (gain) loss consists of curtailment gains or losses that resulted from project initiatives. Asset impairments were recorded for fixed assets that were determined to be impaired and were written down to their estimated fair value. See Note 14 for more information. Asset related costs consist primarily of accelerated depreciation. Other costs incurred consist primarily of lease termination costs as well as third-party incremental costs related to the development and implementation of global business capabilities and a more efficient go-to-market model.

At December 28, 2019 total project reserves were \$62 million, related to severance payments and other costs of which a substantial portion will be paid in 2020. The following table provides details for exit cost reserves.

(millions)	Employee Related Costs	Curtailment Gain Loss, net	Asset Impairment	Asset Related Costs	Other Costs	Total
Liability as of December 30, 2017	\$ 97	\$ —	\$ —	\$ —	\$ 63	\$ 160
2018 restructuring charges	63	(30)	14	16	80	143
Cash payments	(67)	—	—	(9)	(133)	(209)
Non-cash charges and other	—	30	(14)	(6)	—	10
Liability as of December 29, 2018	\$ 93	\$ —	\$ —	\$ 1	\$ 10	\$ 104
2019 restructuring charges	49	(5)	—	21	48	113
Cash payments	(81)	—	—	(10)	(57)	(148)
Non-cash charges and other	—	5	—	(12)	—	(7)
Liability as of December 28, 2019	\$ 61	\$ —	\$ —	\$ —	\$ 1	\$ 62

NOTE 6 EQUITY

Earnings per share

Basic earnings per share is determined by dividing net income attributable to Kellogg Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is similarly determined, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued. Dilutive potential common shares consist principally of employee stock options issued by the Company, restricted stock units, and to a lesser extent, certain contingently issuable performance shares. The total number of anti-dilutive potential common shares excluded from the reconciliation for each period was (shares in millions): 2019-14.0; 2018-6.5; 2017-4.9.

Stock transactions

The Company issues shares to employees and directors under various equity-based compensation and stock purchase programs, as further discussed in Note 9. The number of shares issued and outstanding during the periods presented was (shares in millions): 2019-15; 2018-8; 2017-7. The Company issued shares totaling less than one million in each of the years presented under *Kellogg Direct™*, a direct stock purchase and dividend reinvestment plan for U.S. shareholders.

In December 2017, the board of directors approved an authorization to repurchase up to \$1.5 billion of the Company's common stock beginning in 2018 through December 2019. In February 2020, the board of directors approved a new authorization to repurchase up to \$1.5 billion of the Company's common stock through December 2022.

During 2019, the Company repurchased 4 million shares of common stock for a total of \$220 million. During 2018, the Company repurchased 5 million shares of common stock for a total of \$320 million. During 2017, the Company repurchased 7 million shares of common stock at a total cost of \$516 million.

Comprehensive income

Comprehensive income includes net income and all other changes in equity during a period except those resulting from investments by or distributions to shareholders. Other comprehensive income for all years presented consists of foreign currency translation adjustments, fair value adjustments associated with cash flow hedges and adjustments for net experience gains (losses) and prior service credit (cost) related to employee benefit plans. During the years ended December 28, 2019 and December 30, 2017, the Company modified assumptions for a U.S. postemployment benefit plan. As a result, a net experience gain (loss) was recognized in other comprehensive income with an offsetting reduction in the accumulated postemployment benefit obligation. See Note 10 and Note 11 for further details.

	2019			2018			2017		
	Pre-tax amount	Tax (expense) benefit	After-tax amount	Pre-tax amount	Tax (expense) benefit	After-tax amount	Pre-tax amount	Tax (expense) benefit	After-tax amount
Net income			\$ 977			\$ 1,344			\$ 1,254
Other comprehensive income:									
Foreign currency translation adjustments	\$ 100	\$ (19)	\$ 81	\$ 5	\$ (53)	\$ (48)	\$ (34)	113	79
Cash flow hedges:									
Unrealized gain (loss) on cash flow hedges	5	(1)	4	3	(1)	2	—	—	—
Reclassification to net income	4	(1)	3	8	(2)	6	9	(3)	6
Postretirement and postemployment benefits:									
Amounts arising during the period:									
Net experience gain (loss)	(16)	5	(11)	(8)	1	(7)	44	(12)	32
Prior service credit (cost)	3	(1)	2	1	—	1	—	—	—
Reclassification to net income:									
Net experience (gain) loss	(5)	1	(4)	(5)	1	(4)	—	—	—
Prior service (credit) cost	(1)	—	(1)	—	—	—	1	—	1
Available-for-sale securities:									
Unrealized gain (loss)	4	—	4	—	—	—	—	—	—
Reclassification to net income	(4)	—	(4)	—	—	—	—	—	—
Other comprehensive income (loss)	\$ 90	\$ (16)	\$ 74	\$ 4	\$ (54)	\$ (50)	\$ 20	\$ 98	\$ 118
Comprehensive income			\$ 1,051			\$ 1,294			\$ 1,372
Net income (loss) attributable to noncontrolling interests			17			8			—
Other comprehensive income (loss) attributable to noncontrolling interests			—			(7)			—
Comprehensive income attributable to Kellogg Company			\$ 1,034			\$ 1,293			\$ 1,372

Reclassifications from Accumulated Other Comprehensive Income (AOCI) for the year ended December 28, 2019 and December 29, 2018, consisted of the following:

Details about AOCI Components (millions)	Amount reclassified from AOCI			Line item impacted within Income Statement
	2019	2018	2017	
(Gains) and losses on cash flow hedges:				
Foreign currency exchange contracts	\$ —	\$ —	\$ (1)	COGS
Interest rate contracts	4	8	10	Interest expense
	\$ 4	\$ 8	\$ 9	Total before tax
	(1)	(2)	(3)	Tax expense (benefit)
	\$ 3	\$ 6	\$ 6	Net of tax
Amortization of postretirement and postemployment benefits:				
Net experience (gains)	\$ (5)	\$ (5)	\$ —	OIE
Prior service (credit) cost	(1)	—	1	OIE
	\$ (6)	\$ (5)	\$ 1	Total before tax
	1	1	—	Tax expense (benefit)
	\$ (5)	\$ (4)	\$ 1	Net of tax
(Gains) losses on available-for-sale securities				
Corporate bonds	\$ (4)	\$ —	\$ —	OIE
	\$ (4)	\$ —	\$ —	Total before tax
	—	—	—	Tax expense (benefit)
	\$ (4)	\$ —	\$ —	Net of tax
Total reclassifications	\$ (6)	\$ 2	\$ 7	Net of tax

Accumulated other comprehensive income (loss) as of December 28, 2019 and December 29, 2018 consisted of the following:

(millions)	December 28, 2019	December 29, 2018
Foreign currency translation adjustments	\$ (1,399)	\$ (1,467)
Cash flow hedges — unrealized net gain (loss)	(60)	(53)
Postretirement and postemployment benefits:		
Net experience gain (loss)	7	23
Prior service credit (cost)	4	(3)
Total accumulated other comprehensive income (loss)	\$ (1,448)	\$ (1,500)

NOTE 7
LEASES AND OTHER COMMITMENTS

The Company leases certain warehouses, equipment, vehicles, and office space primarily through operating lease agreements. Finance lease obligations and activity are not material to the Consolidated Financial Statements. Lease obligations are primarily for real estate assets, with the remainder related to manufacturing and distribution related equipment, vehicles, information technology equipment, and rail cars. Leases with an initial term of 12 months or less are not recorded on the balance sheet.

A portion of the Company's real estate leases include future variable rental payments that include inflationary adjustment factors. The future variability of these adjustments is unknown and therefore not included in the minimum lease payments. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The leases have remaining terms which range from less than 1 year to 12 years and the majority of leases provide the Company with the option to exercise one or more renewal terms. The length of the lease term used in recording lease assets and lease liabilities is based on the contractually required lease term adjusted for any options to renew or early terminate the lease that are reasonably certain of being executed.

The Company combines lease and non-lease components together in determining the minimum lease payments for the majority of leases. The Company has elected to not combine lease and non-lease components for assets controlled indirectly through third party service-related agreements that include significant production related costs. The Company has closely analyzed these agreements to ensure any embedded costs related to the securing of the leased asset is properly segregated and accounted for in measuring the lease assets and liabilities.

The majority of the leases do not include a stated interest rate, and therefore the Company's periodic incremental borrowing rate is used to determine the present value of lease payments. This rate is calculated based on a collateralized rate for the specific currencies used in leasing activities and the borrowing ability of the applicable Company legal entity. For the initial implementation of the lease standard, the incremental borrowing rate at December 29, 2018 was used to present value operating lease assets and liabilities.

The Company recorded operating lease costs of \$133 million for the year ended December 28, 2019. Lease related costs associated with variable rent, short-term leases, and sale-leaseback arrangements, as well as sublease income, are each immaterial.

(millions)	Year ended December 28, 2019
Other information	
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	\$ 134
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 164
Weighted-average remaining lease term - operating leases	7 years
Weighted-average discount rate - operating leases	2.9%

At December 28, 2019, future maturities of operating leases were as follows:

(millions)		Operating leases
2020	\$	129
2021		98
2022		80
2023		67
2024		55
2025 and beyond		181
Total minimum payments	\$	610
Less interest		(63)
Present value of lease liabilities	\$	547

Operating lease payments presented in the table above exclude \$18 million of minimum lease payments for real-estate leases signed but not yet commenced. The leases are expected to commence in 2020.

Under the previous lease standard (Topic 840), at December 29, 2018, future minimum annual lease commitments under non-cancelable operating leases were as follows:

(millions)		Operating leases
2019	\$	121
2020		97
2021		73
2022		57
2023		48
2024 and beyond		129
Total minimum payments	\$	525

Rent expense on operating leases for the year ended December 29, 2018 and December 30, 2017 were \$133 million and \$195 million respectively.

At December 29, 2018, future minimum annual lease commitments under non-cancelable finance leases were immaterial.

The Company has provided various standard indemnifications in agreements to sell and purchase business assets and lease facilities over the past several years, related primarily to pre-existing tax, environmental, and employee benefit obligations. Certain of these indemnifications are limited by agreement in either amount and/or term and others are unlimited. The Company has also provided various "hold harmless" provisions within certain service type agreements. Because the Company is not currently aware of any actual exposures associated with these indemnifications, management is unable to estimate the maximum potential future payments to be made. At December 28, 2019, the Company had not recorded any liability related to these indemnifications.

NOTE 8 DEBT

The following table presents the components of notes payable at year end December 28, 2019 and December 29, 2018:

(millions)	2019		2018	
	Principal amount	Effective interest rate	Principal amount	Effective interest rate
U.S. commercial paper	\$ 3	1.78%	\$ 15	2.75%
Europe commercial paper	—	—	—	—
Bank borrowings	104		161	
Total	\$ 107		\$ 176	

The following table presents the components of long-term debt at year end December 28, 2019 and December 29, 2018:

(millions)	2019		2018	
(a) 4.50% U.S. Dollar Notes due 2046	\$	638	\$	638
(b) 7.45% U.S. Dollar Debentures due 2031		621		621
(c) 4.30% U.S. Dollar Notes due 2028		595		595
(d) 3.40% U.S. Dollar Notes due 2027		596		595
(e) 3.25% U.S. Dollar Notes due 2026		741		731
(f) 1.25% Euro Notes due 2025		689		693
(g) 1.00% Euro Notes due 2024		692		697
(h) 2.65% U.S. Dollar Notes due 2023		539		585
(i) 2.75% U.S. Dollar Notes due 2023		201		198
(j) 3.125% U.S. Dollar Notes due 2022		353		351
(k) 0.80% Euro Notes due 2022		669		684
(l) 1.75% Euro Notes due 2021		558		570
(m) 3.25% U.S. Dollar Notes due 2021		198		399
(n) 4.0% U.S. Dollar Notes due 2020		601		848
(o) 4.15% U.S. Dollar Notes due 2019		—		503
Other		124		9
		7,815		8,717
Less current maturities		(620)		(510)
Balance at year end	\$	7,195	\$	8,207

- (a) In March 2016, the Company issued \$650 million of thirty-year 4.50% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of a portion of the Company's 7.45% U.S. Dollar Debentures due 2031 and a portion of its commercial paper borrowings. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 4.59% at December 28, 2019.
- (b) In March 2001, the Company issued long-term debt instruments, primarily to finance the acquisition of Keebler Foods Company, of which \$625 million of thirty-year 7.45% Debentures remain outstanding. The effective interest rate on the Debentures, reflecting issuance discount and hedge settlement, was 7.56% at December 28, 2019. The Debentures contain standard events of default and covenants, and can be redeemed in whole or in part by the Company at any time at prices determined under a formula (but not less than 100% of the principal amount plus unpaid interest to the redemption date).
- (c) In May 2018, the Company issued \$600 million of ten-year 4.30% Senior Notes due 2028, using the net proceeds for general corporate purposes, which included repayment of the Company's \$400 million, seven-year 3.25% U.S. Dollar Notes due 2018 at maturity, and the repayment of a portion of the Company's commercial paper borrowings used to finance the acquisition of ownership interests in TAF and Multipro. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 4.34% at December 28, 2019.
- (d) In November 2017, the Company issued \$600 million of ten-year 3.40% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of a portion of the Company's commercial paper borrowings used to finance the acquisition of Chicago Bar Company LLC, the maker of RXBAR. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 3.49% at December 28, 2019.
- (e) In March 2016, the Company issued \$750 million of ten-year 3.25% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of a portion of the Company's 7.45% U.S. Dollar Debentures due 2031 and a portion of its commercial paper borrowings. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps was 4.11% at December 28, 2019. In September 2016, the Company entered into interest rate swaps with notional amounts totaling \$300 million, which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. In October 2018, the Company entered into interest rate swaps with notional amounts totaling \$450 million, which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps, and the resulting unamortized loss of \$6 million at December 28, 2019 will be amortized to interest expense over the remaining term of the Notes.
- (f) In March 2015, the Company issued €600 million (approximately \$671 million at December 28, 2019, which reflects the discount, fees and translation adjustments) of ten-year 1.25% Euro Notes due 2025, using the proceeds from these Notes for general corporate purposes, which included repayment of a portion of the Company's commercial paper borrowings. The effective interest rate on the Notes, reflecting issuance discount, hedge settlement and interest rate swaps, was 1.58% at December 28, 2019. The Notes were designated as a net investment hedge of the Company's investment in its Europe subsidiary when issued. In May 2017, the Company entered into interest rate swaps with notional amounts totaling €600 million, which effectively converted these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps, and the resulting unamortized gain of \$20 million at December 28, 2019 will be amortized to interest expense over the remaining term of the Notes.
- (g) In May 2016, the Company issued €600 million (approximately \$671 million USD at December 28, 2019, which reflects the discount, fees and translation adjustments) of eight-year 1.00% Euro Notes due 2024. The proceeds from these Notes were used for general corporate purposes, including, together with cash on hand and additional commercial paper borrowings, repayment of the Company's \$750 million, seven-year 4.45% U.S. Dollar Notes due 2016 at maturity. The Notes were designated as a net investment hedge of the Company's investment in its Europe subsidiary when issued. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps was 0.21% at December 28, 2019. In November 2016, the Company entered into interest rate swaps with notional amounts totaling €300 million, which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. In October 2018, the Company

entered into interest rate swaps with notional amounts totaling €300 million, which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. The Company subsequently terminated these swaps. In May of 2019, the Company entered into interest rate swaps with notional amounts totaling €600 million, which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The fair value adjustment for the interest rate swaps was \$3 million at December 28, 2019, recorded as an increase in the hedged debt balance.

- (h) In November 2016, the Company issued \$600 million of seven-year 2.65% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of the Company's 1.875% U.S. Dollar Notes due 2016 at maturity and a portion of its commercial paper borrowings. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps was 3.39% at December 28, 2019. In 2016, the Company entered into interest rate swaps with notional amounts totaling \$300 million, which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps, and the resulting unamortized loss of \$9 million at December 28, 2019 will be amortized to interest expense over the remaining term of the Notes. In 2019, the Company redeemed \$50 million of the Notes. In connection with the debt redemption, the Company incurred \$2 million of interest expense, consisting primarily of a premium on the tender offer.
- (i) In February 2013, the Company issued \$400 million (\$189 million previously redeemed) of ten-year 2.75% U.S. Dollar Notes, using net proceeds from these Notes for general corporate purposes, including, together with cash on hand, to repay a portion of the Company's \$750 million 4.25% U.S. Dollar Notes that matured in March 2013. The effective interest rate on these Notes, reflecting issuance discount hedge settlement and interest rate swaps, was 4.11%. In September 2016, the Company entered into interest rate swaps with notional amounts totaling \$211 million, which effectively converted these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps, and the resulting unamortized loss of \$9 million at December 28, 2019 will be amortized to interest expense over the remaining term of the Notes.
- (j) In May 2012, the Company issued \$700 million (\$342 million previously redeemed) of ten-year 3.125% U.S. Dollar Notes, using the net proceeds from these Notes for general corporate purposes, including financing a portion of the acquisition of Pringles. The effective interest rate on these Notes, reflecting issuance discount and interest rate swaps, was 3.74% at December 28, 2019. During 2016 and 2018, the Company entered into interest rate swaps which effectively converted all or a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps, and the resulting \$4 million loss at December 28, 2019 will be amortized to interest expense over the remaining term of the Notes.
- (k) In May 2017, the Company issued €600 million (approximately \$671 million USD at December 28, 2019, which reflects the discount and translation adjustments) of five-year 0.80% Euro Notes due 2022, using the proceeds from these Notes for general corporate purposes, including, repayment of the Company's \$400 million, five-year 1.75% U.S. Dollar Notes due 2017 at maturity. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 0.87%. The Notes were designated as a net investment hedge of the Company's investment in its Europe subsidiary when issued.
- (l) In May 2014, the Company issued €500 million (approximately \$559 million at December 28, 2019, which reflects the discount and translation adjustments) of seven-year 1.75% Euro Notes due 2021, using the proceeds from these Notes for general corporate purposes, which included repayment of a portion of the Company's commercial paper borrowings. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 2.37% at December 28, 2019. The Notes were designated as a net investment hedge of the Company's investment in its Europe subsidiary when issued.
- (m) In May 2018, the Company issued \$400 million of three-year 3.25% Senior Notes due 2021, using the net proceeds for general corporate purposes, which included repayment of the Company's \$400 million, seven-year 3.25% U.S. Dollar Notes due 2018 at maturity, and the repayment of a portion of the Company's commercial paper borrowings used to finance the acquisition of ownership interests in TAF and Multipro. The effective interest rate on the Notes, reflecting issuance discount, was 3.39% as December 28, 2019. In 2019, the Company redeemed \$202 million of the Notes. In connection with the debt redemption, the Company incurred \$6 million of interest expense, consisting primarily of a premium on the tender offer.
- (n) In December 2010, the Company issued \$1.0 billion (\$150 million previously redeemed) of ten-year 4.0% fixed rate U.S. Dollar Notes, using the net proceeds from these Notes for incremental pension and postretirement benefit plan contributions and to retire a portion of its commercial paper. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps, was 3.37% at December 28, 2019. During 2016, the Company entered into interest rate swaps, which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps and the resulting gain on termination at December 28, 2019 will be amortized to interest expense over the remaining term of the Notes. In 2019, the Company redeemed \$248 million of the Notes. In connection with the debt redemption, the Company incurred \$6 million of interest expense, consisting primarily of a premium on the tender offer, which was partially offset by accelerated gains on pre-issuance interest rate hedges.
- (o) In November 2009, the Company issued \$500 million of ten-year 4.15% fixed rate U.S. Dollar Notes, using net proceeds from these Notes to retire a portion of its 6.6% U.S. Dollar Notes due 2011. In 2012 and 2015, the Company entered into interest rate swaps which effectively converted these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. In 2019, the Company redeemed \$191 million of the Notes. In connection with the August 2019 debt redemption, the Company incurred \$1 million of interest expense, consisting primarily of a premium on the tender offer. In September of 2019, the Company redeemed the remaining \$309 million of the Notes. In connection with the September 2019 debt redemption, the company incurred \$1 million of interest expense, consisting primarily of a premium on the tender offer.

In August 2019, the Company redeemed \$191 million of its 4.15% U.S. Dollar Notes due November 2019, \$248 million of its 4.00% U.S. Dollar Notes due 2020, \$202 million of its 3.25% U.S. Dollar Notes due 2021, and \$50 million of its 2.65% U.S. Dollar Notes due 2023. In connection with the debt redemption, the Company incurred \$15 million of interest expense, consisting primarily of a premium on the tender offer, acceleration of unamortized debt discount on the redeemed debt, and fees related to the tender offer, partially offset by accelerated gains on pre-issuance interest rate hedges.

In September 2019, the Company redeemed \$309 million of its 4.15% U.S. Dollar Notes due November 2019, the remaining principal balance subsequent to the August redemption. In connection with the debt redemption, the

Company incurred \$1 million of interest expense, consisting primarily of a premium and also including accelerated losses on pre-issuance interest rate hedges, acceleration of fees and debt discount on the redeemed debt and fees related to the make whole call.

All of the Company's Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain liens or enter into certain sale and lease-back transactions and also contain a change of control provision. There are no significant restrictions on the payment of dividends by the Company. The Company was in compliance with all these covenants as of December 28, 2019.

The Company and two of its subsidiaries (the Issuers) maintain a program under which the Issuers may issue euro-commercial paper notes up to a maximum aggregate amount outstanding at any time of \$750 million or its equivalent in alternative currencies. The notes may have maturities ranging up to 364 days and will be senior unsecured obligations of the applicable Issuer. Notes issued by subsidiary Issuers will be guaranteed by the Company. The notes may be issued at a discount or may bear fixed or floating rate interest or a coupon calculated by reference to an index or formula. There were no commercial paper notes outstanding under this program as of December 28, 2019 and December 29, 2018.

At December 28, 2019, the Company had \$3.0 billion of short-term lines of credit and letters of credit, of which \$2.9 billion were unused and available for borrowing primarily on an unsecured basis. These lines were comprised principally of the January 2018 unsecured \$1.5 billion Five-Year Credit Agreement, which expires in 2023, and an unsecured \$1.0 billion 364-Day Credit Agreement.

The Five-Year Credit Agreement allows the Company to borrow, on a revolving credit basis, up to \$1.5 billion, which includes the ability to obtain letters of credit in an aggregate stated amount up to \$75 million and to obtain European swingline loans in an aggregate principal amount up to the equivalent of \$300 million.

In January 2020, the Company entered into an unsecured 364-Day Credit Agreement to borrow, on a revolving credit basis, up to \$1.0 billion at any time outstanding, to replace the \$1.0 billion 364-day facility that expired in January 2020.

The Five-Year and 364 Day Credit Agreements which had no outstanding borrowings as December 28, 2019, contain customary covenants and warranties, including specified restrictions on indebtedness, liens and a specified interest expense coverage ratio. If an event of default occurs, then, to the extent permitted, the administrative agents may terminate the commitments under the credit facilities, accelerate any outstanding loans under the agreements, and demand the deposit of cash collateral equal to the lender's letter of credit exposure plus interest.

During the third quarter of 2019, in connection with the divestiture of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses, the Company withdrew from two multi-employer pension plans and recorded withdrawal liabilities of \$132 million. While this represents our best estimate of the cost of withdrawing from the plans at this time, we have not yet reached agreement on the ultimate amount of the withdrawal liability. Subsequent to the end of the year, the Company and the lenders under the Five-Year and 364-Day Credit agreements entered into a waiver agreement addressing any matters that arose or may arise from these liabilities under the agreements, as long as the aggregate amount of such liabilities does not exceed \$250 million. The Company was in compliance with all financial covenants contained in these agreements at December 28, 2019.

Scheduled principal repayments on long-term debt are (in millions): 2020—\$620; 2021—\$835; 2022—\$1,039; 2023—\$771; 2024—\$677; 2025 and beyond—\$3,896.

Financial institutions have issued standby letters of credit conditionally guaranteeing obligations on behalf of the Company totaling \$87 million, including \$52 million secured and \$35 million unsecured, as of December 28, 2019. These obligations are related primarily to insurance programs. There were no amounts drawn down on the letters of credit as of December 28, 2019.

The Company has issued guarantees for a certain portion of debt of unconsolidated affiliates. These arrangements include cross guarantees back from the other shareholder in proportion to their ownership of the unconsolidated affiliates. These guarantees are not material to the Company.

Interest expense capitalized as part of the construction cost of fixed assets was immaterial for all periods presented.

**NOTE 9
STOCK COMPENSATION**

The Company uses various equity-based compensation programs to provide long-term performance incentives for its global workforce. Currently, these incentives consist principally of stock options, restricted stock units and, to a lesser extent, executive performance shares. The Company also sponsors a discounted stock purchase plan in the United States and matching-grant programs in several international locations. Additionally, the Company awards restricted stock to its outside directors. These awards are administered through several plans, as described within this Note.

The 2017 Long-Term Incentive Plan (2017 Plan), approved by shareholders in 2017, permits awards to employees and officers in the form of incentive and non-qualified stock options, performance units, restricted stock or restricted stock units, and stock appreciation rights. The 2017 Plan, which replaced the 2013 Long-Term Incentive Plan (2013 Plan), authorizes the issuance of a total of (a) 16 million shares; plus (b) the total number of shares remaining available for future grants under the 2013 Plan. The total number of shares remaining available for issuance under the 2017 Plan will be reduced by two shares for each share issued pursuant to an award under the 2017 Plan other than a stock option or stock appreciation right, or potentially issuable pursuant to an outstanding award other than a stock option or stock appreciation right, which will in each case reduce the total number of shares remaining by one share for each share issued. At December 29, 2018, there were 17 million remaining authorized, but unissued, shares under the 2017 Plan.

Compensation expense for all types of equity-based programs and the related income tax benefit recognized were as follows:

(millions)	2019	2018	2017
Pre-tax compensation expense	\$ 61	\$ 64	\$ 71
Related income tax benefit	\$ 16	\$ 16	\$ 26

As of December 28, 2019, total stock-based compensation cost related to non-vested awards not yet recognized was \$87 million and the weighted-average period over which this amount is expected to be recognized was 2 years.

Cash flows realized upon exercise or vesting of stock-based awards in the periods presented are included in the following table. Tax windfall (shortfall) realized upon exercise or vesting of stock-based awards generally represent the difference between the grant date fair value of an award and the taxable compensation of an award.

Cash used by the Company to settle equity instruments granted under stock-based awards was not material.

(millions)	2019	2018	2017
Total cash received from option exercises and similar instruments	\$ 64	\$ 167	\$ 97
Tax windfall (shortfall) classified as cash flow from operating activities	\$ (2)	\$ 11	\$ 4

Shares used to satisfy stock-based awards are normally issued out of treasury stock, although management is authorized to issue new shares to the extent permitted by respective plan provisions. Refer to Note 6 for information on shares issued during the periods presented to employees and directors under various long-term incentive plans and share repurchases under the Company's stock repurchase authorizations. The Company does not currently have a policy of repurchasing a specified number of shares issued under employee benefit programs during any particular time period.

Stock options

During the periods presented, non-qualified stock options were granted to eligible employees under the 2017 and 2013 Plans with exercise prices equal to the fair market value of the Company's stock on the grant date, a contractual term of ten years, and a three-year graded vesting period.

Management estimates the fair value of each annual stock option award on the date of grant using a lattice-based option valuation model. Composite assumptions are presented in the following table. Weighted-average values are disclosed for certain inputs which incorporate a range of assumptions. Expected volatilities are based principally on historical volatility of the Company's stock, and to a lesser extent, on implied volatilities from traded options on the Company's stock. Historical volatility corresponds to the contractual term of the options granted. The Company uses historical data to estimate option exercise and employee termination within the valuation models; separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of options granted represents the period of time that options granted are expected to

be outstanding; the weighted-average expected term for all employee groups is presented in the following table. The risk-free rate for periods within the contractual life of the options is based on the U.S. Treasury yield curve in effect at the time of grant.

Stock option valuation model assumptions for grants within the year ended:	2019	2018	2017
Weighted-average expected volatility	18.00%	18.00%	18.00%
Weighted-average expected term (years)	6.60	6.60	6.60
Weighted-average risk-free interest rate	2.59%	2.82%	2.26%
Dividend yield	3.90%	3.00%	2.80%
Weighted-average fair value of options granted	\$ 6.78	\$ 10.00	\$ 10.14

A summary of option activity for the year ended December 28, 2019 is presented in the following table:

Employee and director stock options	Shares (millions)	Weighted-average exercise price	Weighted-average remaining contractual term (yrs.)	Aggregate intrinsic value (millions)
Outstanding, beginning of year	14	\$ 66		
Granted	3	57		
Exercised	(1)	56		
Forfeitures and expirations	(2)	67		
Outstanding, end of year	14	\$ 65	4.9	\$ 55
Exercisable, end of year	10	\$ 65	6.1	\$ 86

Additionally, option activity for the comparable prior year periods is presented in the following table:

(millions, except per share data)	2018	2017
Outstanding, beginning of year	14	15
Granted	3	2
Exercised	(2)	(2)
Forfeitures and expirations	(1)	(1)
Outstanding, end of year	14	14
Exercisable, end of year	10	10
Weighted-average exercise price:		
Outstanding, beginning of year	\$ 64	\$ 62
Granted	70	73
Exercised	58	57
Forfeitures and expirations	71	70
Outstanding, end of year	\$ 66	\$ 64
Exercisable, end of year	\$ 63	\$ 60

The total intrinsic value of options exercised during the periods presented was (in millions): 2019-\$7; 2018-\$33; 2017-\$22.

Other stock-based awards

During the periods presented, other stock-based awards consisted principally of executive performance shares and restricted stock granted under the 2017 and 2013 Plans.

In the first quarter of 2019, the Company granted performance shares to a limited number of senior executive-level employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting, as well as dividend equivalent shares. The number of shares earned could range between 0 and 200% of the target amount depending upon performance achieved over the three year vesting period. The performance conditions of the award include three year currency-neutral net sales growth and total shareholder return (TSR) of the Company's common stock relative to a select group of peer companies. Dividend equivalents accrue and vest in accordance with the underlying award.

A Monte Carlo valuation model was used to determine the fair value of the awards. The TSR performance metric is a market condition. Therefore, compensation cost of the TSR condition is fixed at the measurement date and is not revised based on actual performance. The TSR metric was valued as a multiplier of possible levels of currency-

neutral comparable operating margin expansion. Compensation cost related to currency-neutral net sales growth performance is revised for changes in the expected outcome. The 2019 target grant currently corresponds to approximately 223,000 shares, with a grant-date fair value of \$59 per share.

In 2018, the Company granted performance shares to a limited number of senior executive-level employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting. The number of shares earned could range between 0 and 200% of the target amount depending upon performance achieved over the three year vesting period. The performance conditions of the award include three-year currency-neutral comparable operating margin expansion and total shareholder return (TSR) of the Company's common stock relative to a select group of peer companies. The 2018 target grant currently corresponds to approximately 143,000 shares, with a grant-date fair value of \$88 per share.

In 2017, the Company granted performance shares to a limited number of senior executive-level employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting. The number of shares earned could range between 0 and 200% of the target amount depending upon performance achieved over the three year vesting period. The performance conditions of the award include three-year currency neutral adjusted operating profit growth and TSR of the Company's common stock relative to a select group of peer companies. The 2017 target grant currently corresponds to approximately 100,000 shares, with a grant-date fair value of \$50 per share.

Based on the market price of the Company's common stock at year-end 2019, the maximum future value that could be awarded on the vesting date was (in millions): 2019 award-\$31; 2018 award- \$20; and 2017 award-\$13. The 2016 performance share award, payable in stock, was settled at 88% of target in February 2019 for a total dollar equivalent of \$7 million.

The Company also grants restricted stock units to eligible employees under the 2017 Plan, typically with three year cliff vesting earning dividend equivalent units for awards granted beginning in 2019. Dividend equivalents accrue and vest in accordance with the underlying award. Management estimates the fair value of restricted stock grants based on the market price of the underlying stock on the date of grant. A summary of restricted stock unit activity for the year ended December 28, 2019, is presented in the following table:

Employee restricted stock and restricted stock units	Shares (thousands)		Weighted-average grant-date fair value
Non-vested, beginning of year	1,708	\$	65
Granted	287		55
Vested	(469)		68
Forfeited	(340)		62
Non-vested, end of year	1,186	\$	61

Additionally, restricted stock unit activity for 2018 and 2017 is presented in the following table:

Employee restricted stock and restricted stock units	2018		2017	
Shares (in thousands):				
Non-vested, beginning of year		1,673		1,166
Granted		772		776
Vested		(507)		(109)
Forfeited		(230)		(160)
Non-vested, end of year		1,708		1,673
Weighted-average exercise price:				
Non-vested, beginning of year	\$	65	\$	63
Granted		63		65
Vested		59		58
Forfeited		64		65
Non-vested, end of year	\$	65	\$	65

The total fair value of restricted stock units vesting in the periods presented was (in millions): 2019-\$27; 2018-\$35; 2017-\$5.

NOTE 10
PENSION BENEFITS

The Company sponsors a number of U.S. and foreign pension plans to provide retirement benefits for its employees. The majority of these plans are funded or unfunded defined benefit plans, although the Company does participate in a limited number of multiemployer or other defined contribution plans for certain employee groups. See Note 12 for more information regarding the Company's participation in multiemployer plans. Defined benefits for salaried employees are generally based on salary and years of service, while union employee benefits are generally a negotiated amount for each year of service. The Company uses a December 31 measurement date for these plans and, when necessary, adjusts for plan contributions and significant events between December 31 and its fiscal year-end.

In September 2019, the Company provided a voluntary one-time lump-sum cash settlement offer to certain eligible terminated vested participants in our U.S. pension plans in order to reduce pension obligations and administrative costs. In December 2019, approximately \$174 million was distributed from pension plan assets in connection with this offer.

In conjunction with the completion of the sale of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses on July 28, 2019, the Company recognized a curtailment gain in its U.S. pension plans of \$11 million.

In September 2018, the Company recognized a curtailment gain of \$30 million as certain European pension plans were frozen as of December 29, 2018 in conjunction with Project K restructuring.

In September 2017, the Company amended certain defined benefit pension plans in the U.S. and Canada for salaried employees. As of December 31, 2018, the amendment froze compensation and service periods used to calculate pension benefits for active salaried employees who participate in the affected pension plans. During the third quarter of 2017, the Company recognized related pension curtailment gains totaling \$136 million included within Project K restructuring activity.

Beginning January 1, 2019, impacted employees will not accrue additional benefits for future service and eligible compensation received under these plans. Concurrently, the Company also amended its 401(k) savings plans effective January 1, 2019, to make previously ineligible salaried U.S. and Canada employees eligible for Company retirement contributions, which range from 3% to 7% of eligible compensation based on the employee's length of employment.

Obligations and funded status

The aggregate change in projected benefit obligation, plan assets, and funded status is presented in the following tables.

(millions)	2019	2018
Change in projected benefit obligation		
Beginning of year	\$ 5,117	\$ 5,648
Service cost	36	87
Interest cost	172	165
Plan participants' contributions	1	1
Amendments	3	6
Actuarial (gain)loss	766	(384)
Benefits paid	(458)	(280)
Curtailment and special termination benefits	(13)	(36)
Other	—	1
Foreign currency adjustments	30	(91)
End of year	\$ 5,654	\$ 5,117
Change in plan assets		
Fair value beginning of year	\$ 4,677	\$ 5,043
Actual return on plan assets	874	(299)
Employer contributions	10	270
Plan participants' contributions	1	1
Benefits paid	(426)	(236)
Other	—	(1)
Foreign currency adjustments	34	(101)
Fair value end of year	\$ 5,170	\$ 4,677
Funded status	\$ (484)	\$ (440)
Amounts recognized in the Consolidated Balance Sheet consist of		
Other assets	\$ 241	\$ 228
Other current liabilities	(20)	(17)
Other liabilities	(705)	(651)
Net amount recognized	\$ (484)	\$ (440)
Amounts recognized in accumulated other comprehensive income consist of		
Prior service cost	\$ 37	\$ 41
Net amount recognized	\$ 37	\$ 41

The accumulated benefit obligation for all defined benefit pension plans was \$5.6 billion and \$5.0 billion at December 28, 2019 and December 29, 2018, respectively. Information for pension plans with accumulated benefit obligations in excess of plan assets were:

(millions)	2019		2018	
Projected benefit obligation	\$	4,061	\$	3,725
Accumulated benefit obligation	\$	4,033	\$	3,689
Fair value of plan assets	\$	3,362	\$	3,081

Expense

The components of pension expense are presented in the following table. Service cost is recorded in COGS and SGA expense. All other components of net periodic benefit cost are included in OIE. Pension expense for defined contribution plans relates to certain foreign-based defined contribution plans and multiemployer plans in the United States in which the Company participates on behalf of certain unionized workforces.

(millions)	2019		2018		2017	
Service cost	\$	36	\$	87	\$	96
Interest cost		172		165		164
Expected return on plan assets		(340)		(361)		(371)
Amortization of unrecognized prior service cost		7		8		9
Recognized net (gain) loss		235		269		(36)
Net periodic benefit cost		110		168		(138)
Curtailement and special termination benefits		(13)		(30)		(151)
Pension (income) expense:						
Defined benefit plans		97		138		(289)
Defined contribution plans		20		27		34
Total	\$	117	\$	165	\$	(255)

The estimated prior service cost for defined benefit pension plans that will be amortized from accumulated other comprehensive income into pension expense over the next fiscal year is approximately \$7 million.

The Company and certain of its subsidiaries sponsor 401(k) or similar savings plans for active employees. Expense related to these plans was (in millions): 2019 – \$39 million; 2018 – \$38 million; 2017 – \$41 million. These amounts are not included in the preceding expense table. Company contributions to these savings plans approximate annual expense. Company contributions to multiemployer and other defined contribution pension plans approximate the amount of annual expense presented in the preceding table.

Assumptions

The worldwide weighted-average actuarial assumptions used to determine benefit obligations were:

	2019		2018		2017	
Discount rate		2.9%		3.9%		3.3%
Long-term rate of compensation increase		3.4%		3.8%		3.9%

The worldwide weighted-average actuarial assumptions used to determine annual net periodic benefit cost were:

	2019		2018		2017	
Discount rate		3.7%		3.3%		3.6%
Long-term rate of compensation increase		4.0%		3.9%		3.9%
Long-term rate of return on plan assets		7.3%		7.4%		8.1%

To determine the overall expected long-term rate of return on plan assets, the Company models expected returns over a 20-year investment horizon with respect to the specific investment mix of its major plans. The return assumptions used reflect a combination of rigorous historical performance analysis and forward-looking views of the financial markets including consideration of current yields on long-term bonds, price-earnings ratios of the major stock market indices, and long-term inflation. The U.S. model, which corresponds to approximately 72% of consolidated pension and other postretirement benefit plan assets, incorporates a long-term inflation assumption of 2.5% and an active management premium of 0.8% (net of fees) validated by historical analysis. Similar methods are used for various foreign plans with invested assets, reflecting local economic conditions. The expected rate of

return for 2019 of 7.0% for the U.S. plans after the mid-year remeasurement, equated to approximately the 54th percentile expectation. Refer to Note 1.

In 2019, the Society of Actuaries (SOA) published updated mortality tables and an updated improvement scale. The expectations of future mortality rates in the new SOA tables were consistent with prior Kellogg mortality assumptions. In determining the appropriate mortality assumptions as of 2019 fiscal year-end, the Company adopted the new SOA tables with collar adjustments based on Kellogg's current population. In addition, based on mortality information available from the Social Security Administration and other sources, the Company developed assumptions for future mortality improvement in line with our expectations for future experience. The change to the mortality assumption increased year-end pension obligations by \$77 million.

To conduct the annual review of discount rates, the Company selected the discount rate based on a cash-flow matching analysis using Towers Watson's proprietary RATE:Link tool and projections of the future benefit payments that constitute the projected benefit obligation for the plans. RATE:Link establishes the uniform discount rate that produces the same present value of the estimated future benefit payments, as is generated by discounting each year's benefit payments by a spot rate applicable to that year. The measurement dates for the defined benefit plans are consistent with the Company's fiscal year end. Accordingly, the Company selects yield curves to measure benefit obligations consistent with market indices during December of each year.

Plan assets

The Company categorized Plan assets within a three level fair value hierarchy described as follows:

Investments stated at fair value as determined by quoted market prices (Level 1) include:

Cash and cash equivalents: Value based on cost, which approximates fair value.

Corporate stock, common: Value based on the last sales price on the primary exchange.

Investments stated at estimated fair value using significant observable inputs (Level 2) include:

Cash and cash equivalents: Institutional short-term investment vehicles valued daily.

Mutual funds: Valued at exit prices quoted in active or non-active markets or based on observable inputs.

Collective trusts: Valued at exit prices quoted in active or non-active markets or based on observable inputs.

Bonds: Value based on matrices or models from pricing vendors.

Limited partnerships: Value based on the ending net capital account balance at year end.

Investments stated at estimated fair value using significant unobservable inputs (Level 3) include:

Real estate: Value based on the net asset value of units held at year end. The fair value of real estate holdings is based on market data including earnings capitalization, discounted cash flow analysis, comparable sales transactions or a combination of these methods.

Bonds: Value based on matrices or models from brokerage firms. A limited number of the investments are in default.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Company's practice regarding the timing of transfers between levels is to measure transfers in at the beginning of the month and transfers out at the end of the month. For the year ended December 28, 2019, the Company had no transfers between Levels 1 and 2.

The fair value of Plan assets as of December 28, 2019 summarized by level within the fair value hierarchy are as follows:

(millions)	Total Level 1	Total Level 2	Total Level 3	Total NAV (practical expedient)(a)	Total
Cash and cash equivalents	\$ 14	\$ —	\$ —	\$ —	\$ 14
Corporate stock, common:					
Domestic	338	—	—	—	338
International	16	—	—	—	16
Mutual funds:					
International equity	—	—	—	36	36
Domestic debt	—	4	—	—	4
Collective trusts:					
Domestic equity	—	—	—	498	498
International equity	—	117	—	816	933
Other international debt	—	718	—	378	1,096
Limited partnerships	—	—	—	228	228
Bonds, corporate	—	443	—	211	654
Bonds, government	—	774	—	—	774
Bonds, other	—	70	—	—	70
Real estate	—	—	—	412	412
Other	—	61	—	36	97
Total	\$ 368	\$ 2,187	\$ —	\$ 2,615	\$ 5,170

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

The fair value of Plan assets at December 29, 2018 are summarized as follows:

(millions)	Total Level 1	Total Level 2	Total Level 3	Total NAV (practical expedient)(a)	Total
Cash and cash equivalents	\$ 75	\$ —	\$ —	\$ —	\$ 75
Corporate stock, common:					
Domestic	412	—	—	—	412
International	10	1	—	—	11
Mutual funds:					
International equity	—	7	—	34	41
Domestic debt	—	53	—	—	53
Collective trusts:					
Domestic equity	—	—	—	437	437
International equity	—	92	—	1,330	1,422
Other international debt	—	—	—	331	331
Limited partnerships	—	—	—	283	283
Bonds, corporate	—	498	—	—	498
Bonds, government	—	562	—	—	562
Bonds, other	—	62	—	—	62
Real estate	—	—	—	378	378
Other	—	55	—	57	112
Total	\$ 497	\$ 1,330	\$ —	\$ 2,850	\$ 4,677

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

There were no Level 3 assets during 2019 and 2018 and no unfunded commitments to purchase investments at December 28, 2019 or December 29, 2018.

The Company's investment strategy for its major defined benefit plans is to maintain a diversified portfolio of asset classes with the primary goal of meeting long-term cash requirements as they become due. Assets are invested in a prudent manner to maintain the security of funds while maximizing returns within the Plan's investment policy. The investment policy specifies the type of investment vehicles appropriate for the Plan, asset allocation guidelines, criteria for the selection of investment managers, procedures to monitor overall investment performance as well as investment manager performance. Derivatives, including swaps, forward and futures contracts, may be used as

asset class substitutes or for hedging or other risk management purposes. It also provides guidelines enabling Plan fiduciaries to fulfill their responsibilities.

The current weighted-average target asset allocation reflected by this strategy is: equity securities—42%; debt securities—31%; real estate and other—27%. Investment in Company common stock represented 1.2% and 1.0% of consolidated plan assets at December 28, 2019 and December 29, 2018, respectively. Plan funding strategies are influenced by tax regulations and funding requirements. The Company currently expects to contribute, before consideration of incremental discretionary contributions, approximately \$7 million to its defined benefit pension plans during 2020.

Benefit payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid (in millions): 2020—\$274; 2021—\$273; 2022—\$281; 2023—\$285; 2024—\$294; 2025 to 2029—\$1,508.

NOTE 11 NONPENSION POSTRETIREMENT AND POSTEMPLOYMENT BENEFITS

Postretirement

The Company sponsors a number of plans to provide health care and other welfare benefits to retired employees in the United States and Canada, who have met certain age and service requirements. The majority of these plans are funded or unfunded defined benefit plans, although the Company does participate in a limited number of multiemployer or other defined contribution plans for certain employee groups. The Company contributes to voluntary employee benefit association (VEBA) trusts to fund certain U.S. retiree health and welfare benefit obligations. The Company uses a December 31 measurement date for these plans and, when necessary, adjusts for plan contributions and significant events between December 31 and its fiscal year-end.

Obligations and funded status

The aggregate change in accumulated postretirement benefit obligation, plan assets, and funded status is presented in the following tables.

(millions)	2019		2018	
Change in accumulated benefit obligation				
Beginning of year	\$	1,069	\$	1,190
Service cost		15		18
Interest cost		37		36
Actuarial (gain) loss		59		(105)
Benefits paid		(60)		(67)
Curtailments		(6)		—
Amendments		—		—
Foreign currency adjustments		2		(3)
End of year	\$	1,116	\$	1,069
Change in plan assets				
Fair value beginning of year	\$	1,140	\$	1,292
Actual return on plan assets		282		(91)
Employer contributions		18		17
Benefits paid		(76)		(78)
Fair value end of year	\$	1,364	\$	1,140
Funded status	\$	248	\$	71
Amounts recognized in the Consolidated Balance Sheet consist of				
Other non-current assets	\$	283	\$	107
Other current liabilities		(2)		(2)
Other liabilities		(33)		(34)
Net amount recognized	\$	248	\$	71
Amounts recognized in accumulated other comprehensive income consist of				
Prior service credit		(59)		(68)
Net amount recognized	\$	(59)	\$	(68)

Expense

Components of postretirement benefit expense (income) were:

(millions)	2019	2018	2017
Service cost	\$ 15	\$ 18	\$ 18
Interest cost	37	36	37
Expected return on plan assets	(86)	(94)	(98)
Amortization of unrecognized prior service credit	(9)	(9)	(9)
Recognized net (gain) loss	(137)	81	(90)
Net periodic benefit cost	(180)	32	(142)
Curtailement	(6)	—	3
Postretirement benefit expense:			
Defined benefit plans	(186)	32	(139)
Defined contribution plans	11	11	16
Total	\$ (175)	\$ 43	\$ (123)

The estimated prior service credit that will be amortized from accumulated other comprehensive income into nonpension postretirement benefit expense over the next fiscal year is expected to be approximately \$9 million.

Assumptions

The weighted-average actuarial assumptions used to determine benefit obligations were:

	2019	2018	2017
Discount rate	3.3%	4.3%	3.6%

The weighted-average actuarial assumptions used to determine annual net periodic benefit cost were:

	2019	2018	2017
Discount rate	4.0%	3.6%	4.0%
Long-term rate of return on plan assets	7.3%	7.5%	8.5%

The Company determines the overall discount rate and expected long-term rate of return on VEBA trust obligations and assets in the same manner as that described for pension trusts in Note 10.

The assumed U.S. health care cost trend rate is 5.25% for 2020, decreasing 0.25% annually to 4.5% by the year 2023 and remaining at that level thereafter. These trend rates reflect the Company's historical experience and management's expectations regarding future trends. A one percentage point change in assumed health care cost trend rates would have the following effects:

(millions)	One percentage point increase	One percentage point decrease
Effect on total of service and interest cost components	\$ 3	\$ (2)
Effect on postretirement benefit obligation	77	(66)

Plan assets

The fair value of Plan assets as of December 28, 2019 summarized by level within fair value hierarchy described in Note 10, are as follows:

(millions)	Total Level 1	Total Level 2	Total Level 3	Total NAV (practical expedient)(a)	Total
Cash and cash equivalents	\$ 8	\$ 1	\$ —	\$ —	\$ 9
Corporate stock, common:					
Domestic	242	—	—	—	242
International	11	—	—	—	11
Mutual funds:					
Domestic equity	—	35	—	—	35
International equity	—	—	—	—	—
Domestic debt	—	53	—	—	53
Collective trusts:					
Domestic equity	—	—	—	286	286
International equity	—	—	—	293	293
Limited partnerships	—	—	—	124	124
Bonds, corporate	—	136	—	—	136
Bonds, government	—	77	—	—	77
Bonds, other	—	9	—	—	9
Real estate	—	—	—	88	88
Other	—	1	—	—	1
Total	\$ 261	\$ 312	\$ —	\$ 791	\$ 1,364

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

The fair value of Plan assets at December 29, 2018 are summarized as follows:

(millions)	Total Level 1	Total Level 2	Total Level 3	Total NAV (practical expedient)(a)	Total
Cash and cash equivalents	\$ 2	\$ 1	\$ —	\$ —	\$ 3
Corporate stock, common:					
Domestic	108	—	—	—	108
International	5	1	—	—	6
Mutual funds:					
Domestic equity	—	37	—	—	37
International equity	—	—	—	—	—
Domestic debt	—	42	—	—	42
Collective trusts:					
Domestic equity	—	—	—	281	281
International equity	—	—	—	228	228
Limited partnerships	—	—	—	199	199
Bonds, corporate	—	95	—	—	95
Bonds, government	—	50	—	—	50
Bonds, other	—	7	—	83	90
Other	—	1	—	—	1
Total	\$ 115	\$ 234	\$ —	\$ 791	\$ 1,140

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

The Company's asset investment strategy for its VEBA trusts is consistent with that described for its pension trusts in Note 10. The current target asset allocation is 67% equity securities, 24% debt securities, and 9% real estate. The Company currently expects to contribute approximately \$19 million to its VEBA trusts during 2020.

There were no Level 3 assets during 2019 and 2018.

Postemployment

Under certain conditions, the Company provides benefits to former or inactive employees, including salary continuance, severance, and long-term disability, in the United States and several foreign locations. The Company's postemployment benefit plans are unfunded. Actuarial assumptions used are generally consistent with those presented for pension benefits in Note 10. During 2019, the Company updated its incidence rate assumption based on a review of historical experience, resulting in an actuarial loss of approximately \$7 million.

The aggregate change in accumulated postemployment benefit obligation and the net amount recognized were:

(millions)	2019		2018	
Change in accumulated benefit obligation				
Beginning of year	\$	42	\$	43
Service cost		3		3
Interest cost		2		1
Actuarial (gain)loss		8		3
Benefits paid		(7)		(8)
Amendments		—		—
Foreign currency adjustments		—		—
End of year	\$	48	\$	42
Funded status	\$	(48)	\$	(42)
Amounts recognized in the Consolidated Balance Sheet consist of				
Other current liabilities	\$	(7)	\$	(5)
Other liabilities		(41)		(37)
Net amount recognized	\$	(48)	\$	(42)
Amounts recognized in accumulated other comprehensive income consist of				
Net prior service cost	\$	3	\$	4
Net experience gain		(22)		(38)
Net amount recognized	\$	(19)	\$	(34)

Components of postemployment benefit expense were:

(millions)	2019		2018		2017	
Service cost	\$	3	\$	3	\$	6
Interest cost		2		1		3
Amortization of unrecognized prior service cost		1		1		1
Recognized net loss		(5)		(5)		—
Net periodic benefit cost	\$	1	\$	—	\$	10
Settlement cost		(3)		—		—
Postemployment benefit expense	\$	(2)	\$	—	\$	10

The estimated net experience gain and net prior service cost that will be amortized from accumulated other comprehensive income into postemployment benefit expense over the next fiscal year is \$3 million and \$1 million, respectively.

Benefit payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

(millions)	Postretirement		Postemployment	
2020	\$	66	\$	8
2021		67		6
2022		67		5
2023		68		5
2024		68		5
2025-2029		337		20

NOTE 12
MULTIEMPLOYER PENSION AND POSTRETIREMENT PLANS

The Company contributes to multiemployer defined contribution pension and postretirement benefit plans under the terms of collective-bargaining agreements that cover certain unionized employee groups in the United States. Contributions to these plans are included in total pension and postretirement benefit expense as reported in Note 10 and Note 11, respectively.

Pension benefits

The risks of participating in multiemployer pension plans are different from single-employer plans. Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligations of the plan are borne by the remaining participating employers.

The Company's participation in multiemployer pension plans for the year ended December 28, 2019, is outlined in the table below. The "EIN/PN" column provides the Employer Identification Number (EIN) and the three-digit plan number (PN). The most recent Pension Protection Act (PPA) zone status available for 2019 and 2018 is for the plan year-ends as indicated below. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are between 65 percent and 80 percent funded, and plans in the green zone are at least 80 percent funded. The "FIP/RP Status" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. In addition to regular plan contributions, the Company may be subject to a surcharge if the plan is in the red zone. The "Surcharge Imposed" column indicates whether a surcharge has been imposed on contributions to the plan. The last column lists the expiration date(s) of the collective-bargaining agreement(s) (CBA) to which the plans are subject. The Company was not listed in the available Forms 5500 of the three plans listed below as providing more than 5 percent of total contributions. At the date the Company's financial statements were issued, certain Forms 5500 were not available for the plan years ending in 2019.

Pension trust fund	EIN/PN	PPA Zone Status		FIP/RP Status	Contributions (millions)			Surcharge Imposed	Expiration Date of CBA
		2019	2018		2019	2018	2017		
Bakery and Confectionery Union and Industry International Pension Fund (a)	52-6118572 / 001	Red - 12/31/2019	Red - 12/31/2018	Implemented	\$ 5.9	\$ 6.5	\$ 6.6	Yes	12/17/2020 to 3/16/2021 (b)
Central States, Southeast and Southwest Areas Pension Fund	36-6044243 / 001	Red - 12/31/2019	Red - 12/31/2018	Implemented	1.3	1.9	4.8	Yes	(c)
Western Conference of Teamsters Pension Trust	91-6145047 / 001	Green - 12/31/2019	Green - 12/31/2018	NA	0.8	1.0	1.4	No	3/26/2022 (d)
Other Plans					0.7	1.0	3.1		(e)
Total contributions:					\$ 8.7	\$ 10.4	\$ 15.9		

- (a) The Company is party to multiple CBAs requiring contributions to this fund, each with its own expiration date. Over 80 percent of the Company's participants in this fund are covered by a single CBA that expires on 3/16/2021.
- (b) During 2017, the Company terminated certain CBAs covered by these funds. Because of the Company's level of continuing involvement in each fund, the Company does not anticipate being subject to a withdrawal liability. The Company does not expect 2020 contributions to be materially different than 2019.
- (c) During 2019, the Company terminated CBAs covered by this fund. As a result, the Company has withdrawn from the fund and recognized expense for its estimated withdrawal liability. The Company does not expect to make 2020 contributions.
- (d) During 2017, the Company terminated certain CBAs covered by this fund. As a result, the Company has partially withdrawn from the fund and recognized expense for its estimated withdrawal liability. The Company does not expect 2020 contributions to be materially different than 2019.
- (e) During 2017 and 2019, the Company terminated the CBAs covered by certain of these funds. As a result, for the impacted funds, the Company recognized expense for the estimated withdrawal liability in each year and no longer made contributions following the termination. The Company does not expect 2020 contributions to the remaining funds to be materially different from 2019.

As discussed in Note 5, the Company engages in restructuring and cost reduction projects to help achieve its long-term growth targets. Current and future restructuring and cost reduction activities and other strategic initiatives could impact the Company's participation in certain multiemployer plans. In addition to regular contributions, the Company could be obligated to pay additional amounts, known as a withdrawal liability, if a multiemployer pension plan has unfunded vested benefits and the Company decreases or ceases participation in that plan. During 2019,

the Company withdrew from two multi-employer pension plans. Additionally, the Company previously exited several multiemployer plans associated with Project K restructuring. The Company recognized expense related to the withdrawals as follows (millions): 2019 - \$132; 2018 - \$7; 2017 - \$26. While this is our best estimate of the ultimate cost of withdrawing from the plans at this time, we have not yet reached agreement on the ultimate amount of the withdrawal liability. As a result, the actual cost could differ from our estimate based on final funding assessments. The net present value of the liabilities were determined using a risk free interest rate. The charge was recorded within Cost of goods sold on the Consolidated Statement of Income and Other current liabilities and Other liabilities on the Consolidated Balance Sheet. The cash obligation associated with the 2019 withdrawal activity is approximately \$8 million annually and is payable over a maximum 20-year period; management has not determined the actual period over which the payments will be made. Withdrawal liability payments of \$8 million and \$3 million were made during 2019 and 2018, respectively to multiemployer plans. Withdrawal liability payments made in 2017 were immaterial. The Company had withdrawal liabilities of \$156 million and \$32 million at December 28, 2019 and December 29, 2018, respectively.

Postretirement benefits

Multiemployer postretirement benefit plans provide health care and other welfare benefits to active and retired employees who have met certain age and service requirements. Contributions to multiemployer postretirement benefit plans were (in millions): 2019 – \$11; 2018 – \$11; 2017 – \$16.

NOTE 13
INCOME TAXES

The components of income before income taxes and the provision for income taxes were as follows:

(millions)	2019	2018	2017
Income before income taxes			
United States	\$ 938	\$ 851	\$ 1,097
Foreign	367	478	560
	1,305	1,329	1,657
Income taxes			
Currently payable			
Federal	345	7	358
State	52	28	31
Foreign	77	99	79
	474	134	468
Deferred			
Federal	(124)	109	(41)
State	(29)	(59)	8
Foreign	—	(3)	(25)
	(153)	47	(58)
Total income taxes	\$ 321	\$ 181	\$ 410

The difference between the U.S. federal statutory tax rate and the Company's effective income tax rate was:

	2019	2018	2017
U.S. statutory income tax rate	21.0 %	21.0 %	35.0 %
Foreign rates varying from U.S. statutory rate	(2.5)	(3.0)	(6.7)
Excess tax benefits on share-based compensation	—	(0.3)	(0.3)
State income taxes, net of federal benefit	1.3	1.5	1.4
Cost (benefit) of remitted and unremitted foreign earnings	0.8	0.7	0.1
Legal entity restructuring, deferred tax impact	—	(3.3)	—
Discretionary pension contributions	—	(2.3)	—
Revaluation of investment in foreign subsidiary	2.5	—	—
Net change in valuation allowance	(1.6)	2.0	(0.4)
U.S. deduction for qualified production activities	—	—	(1.4)
Statutory rate changes, deferred tax impact	0.3	—	(9.0)
U.S. deemed repatriation tax	—	(1.2)	10.4
Intangible property transfer	—	—	(2.4)
Divestiture	2.9	—	—
Out-of-period adjustment	3.0	—	—
Other	(3.1)	(1.5)	(1.9)
Effective income tax rate	24.6 %	13.6 %	24.8 %

As presented in the preceding table, the Company's 2019 consolidated effective tax rate was 24.6%, as compared to 13.6% in 2018 and 24.8% in 2017.

The 2019 effective income tax rate was unfavorably impacted by a permanent basis difference in the assets sold to Ferrero as well as an out-of-period correction. During the fourth quarter of 2019, the Company recorded an out-of-period adjustment to correct an error in the tax rate applied to a deferred tax asset arising from an intangible property transfer in a prior year. The adjustment increased income tax expense and decreased deferred tax assets by \$39 million, respectively. We determined the adjustment to be immaterial to our Consolidated Financial Statements for the year ended December 28, 2019 and related prior annual and quarterly periods.

The 2018 effective income tax rate benefited from the reduction of the U.S. corporate tax rate as well as a \$11 million reduction of income tax expense due to changes in estimates related to the Tax Cuts and Jobs Act, the impact of discretionary pension contributions totaling \$250 million in 2018, which were designated as 2017 tax year contributions, and a \$44 million discrete tax benefit as a result of the remeasurement of deferred taxes following a legal entity restructuring.

The 2017 effective income tax rate benefited from a deferred tax benefit of \$39 million resulting from intercompany transfers of intellectual property under the application of the newly adopted standard. See discussion regarding the adoption of ASU 2016-16, *Intra-Entity Transfers of Assets Other Than Inventory*, in Note 1.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (Tax Act). The Tax Act made broad and complex changes to the U.S. tax code which impacted our year ended December 30, 2017 including but not limited to, reducing the corporate tax rate from 35% to 21%, requiring a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries that may be electively paid over eight years, and accelerating first year expensing of certain capital expenditures.

Shortly after the Tax Act was enacted, the SEC staff issued Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act* (SAB 118), which provides guidance on accounting for the Tax Act's impact. SAB 118 provided a measurement period, which in no case should extend beyond one year from the Tax Act enactment date, during which a company may complete the accounting for the impacts of the Tax Act under ASC Topic 740.

The Company's 2018 income tax provision includes an \$11 million reduction to income tax expense due to changes in estimates related to the Tax Act. The reduction is primarily related to a \$16 million reduction in the transition tax estimate and \$5 million of additional tax associated primarily with the final assessment of changes in our indefinite reinvestment assertion and resulting tax.

The Company's 2017 year end income tax provision includes \$8 million of net additional income tax expense during the quarter ended December 30, 2017, driven by the reduction in the U.S. corporate tax rate and the transition tax on foreign earnings.

Transition tax on foreign earnings: The transition tax is a tax on the previously untaxed accumulated and current earnings and profits of certain of our foreign subsidiaries. In order to determine the amount of the transition tax, the Company must determine, in addition to other factors, the amount of post-1986 earnings and profits (E&P) of the relevant subsidiaries, as well as the amount of non-U.S. income taxes paid on such earnings. E&P is similar to retained earnings of the subsidiary, but requires other adjustments to conform to U.S. tax rules. As of December 30, 2017, based on accumulated foreign earnings and profits of approximately \$2.6 billion, which are primarily in Europe, the Company was able to make a reasonable estimate of the transition tax and recorded a transition tax obligation of \$157 million. In the third quarter of 2018, the Company recorded a \$16 million reduction to the transition tax liability and tax expense based on updated estimates of E&P. During the fourth quarter of 2018, the Company, as part of completing its accounting under SAB 118, revised its estimate of the transition tax liability to \$94 million, and recorded \$47 million of tax reserves related to uncertainty in our interpretation of the statute and associated regulations.

Indefinite reinvestment assertion: Prior to the Tax Act, the Company treated a significant portion of its undistributed foreign earnings as indefinitely reinvested. In light of the Tax Act, which included a new territorial tax regime, as of the year ended December 30, 2017, Management determined that the Company would analyze its global capital structure and working capital strategy and considered the indefinite reinvestment assertion to be provisional under SAB 118. In the fourth quarter of 2018, we finished analyzing our global capital structure and working capital strategy and determined that \$2.4 billion of foreign earnings as of December 30, 2017 were no longer considered to be indefinitely invested. Accordingly, income tax expense of approximately \$5 million was recorded in the fourth quarter of 2018. The Company completed its assessment and accounting under SAB 118 for its indefinite investment assertion.

Reduction in U.S. Corporate Tax Rate: The tax provision as of December 30, 2017, included a tax benefit of \$149 million for the remeasurement of certain deferred tax assets and liabilities to reflect the corporate income tax rate reduction impact to the Company's net deferred tax balances. The accounting for the reduction in the U.S. Corporate Tax rate was considered complete in the fourth quarter of 2017.

The Tax Act also created a new requirement that certain income earned by foreign subsidiaries, known as global intangible low-tax income (GILTI), must be included in the gross income of their U.S. shareholder. During the fourth quarter of 2018, the Company elected to treat the tax effect of GILTI as a current-period expense when incurred.

In conjunction with SAB 118, we completed the accounting for the Tax Act in the fourth quarter 2018.

As of December 28, 2019, approximately \$800 million of unremitted earnings were considered indefinitely reinvested. The unrecognized deferred tax liability for these earnings is estimated at approximately \$20 million. However, this estimate could change based on the manner in which the outside basis difference associated with these earnings reverses.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future. The total tax benefit of carryforwards at year-end 2019 and 2018 were \$279 million and \$270 million, respectively, with related valuation allowances at year-end 2019 and 2018 of \$146 million and \$166 million, respectively. Of the total carryforwards at year-end 2019, substantially all will expire after 2024.

The following table provides an analysis of the Company's deferred tax assets and liabilities as of year-end 2019 and 2018. Deferred tax liabilities decreased in 2019 due primarily to the divestiture of selected cookies, fruit and fruit-flavored snacks, pie crusts, and ice cream cones businesses.

(millions)	Deferred tax assets		Deferred tax liabilities	
	2019	2018	2019	2018
U.S. state income taxes	\$ —	\$ —	\$ 6	\$ 19
Advertising and promotion-related	11	11	—	—
Wages and payroll taxes	15	20	—	—
Inventory valuation	17	14	—	—
Employee benefits	143	132	—	—
Operating loss, credit and other carryforwards	279	270	—	—
Hedging transactions	9	10	—	—
Depreciation and asset disposals	—	—	217	220
Trademarks and other intangibles	—	—	526	613
Deferred compensation	19	20	—	—
Stock options	29	31	—	—
Other	9	26	—	—
	531	534	749	852
Less valuation allowance	(146)	(166)	—	—
Total deferred taxes	\$ 385	\$ 368	\$ 749	\$ 852
Net deferred tax asset (liability)	\$ (364)	\$ (484)		
Classified in balance sheet as:				
Other assets	\$ 231	\$ 246		
Other liabilities	(595)	(730)		
Net deferred tax asset (liability)	\$ (364)	\$ (484)		

The change in valuation allowance reducing deferred tax assets was:

(millions)	2019	2018	2017
Balance at beginning of year	\$ 166	\$ 153	\$ 131
Additions charged to income tax expense	25	29	35
Reductions credited to income tax expense (a)	(47)	(1)	(28)
Currency translation adjustments	2	(15)	15
Balance at end of year	\$ 146	\$ 166	\$ 153

(a) During 2019, the Company decreased the valuation allowance by \$32 million related to the revaluation of its investment in a foreign subsidiary.

Uncertain tax positions

The Company is subject to federal income taxes in the U.S. as well as various state, local, and foreign jurisdictions. The Company's 2019 provision for U.S. federal income taxes represents approximately 70% of the Company's consolidated income tax provision. The Company was chosen to participate in the Internal Revenue Service (IRS) Compliance Assurance Program (CAP) beginning with the 2008 tax year. As a result, with limited exceptions, the Company is no longer subject to U.S. federal examinations by the IRS for years prior to 2018. The Company is under examination for income and non-income tax filings in various state and foreign jurisdictions.

As of December 28, 2019, the Company has classified \$19 million of unrecognized tax benefits as a current tax liability. The Company believes a decrease of \$44 million in unrecognized tax benefits during the next twelve months is reasonably possible primarily due to finalization of tax examinations. In addition, this decrease is expected to be offset by approximately \$5 million of projected additions during the next twelve months related primarily to ongoing intercompany transfer pricing activity. Management is currently unaware of any issues under review that could result in significant additional payments, accruals, or other material deviation in this estimate.

Following is a reconciliation of the Company's total gross unrecognized tax benefits as of the years ended December 28, 2019, December 29, 2018 and December 30, 2017. For the 2019 year, approximately \$81 million represents the amount that, if recognized, would affect the Company's effective income tax rate in future periods.

(millions)	2019		2018		2017	
Balance at beginning of year	\$	97	\$	60	\$	63
Tax positions related to current year:						
Additions (a)		5		51		6
Tax positions related to prior years:						
Additions		4		4		5
Reductions		(14)		(13)		(8)
Settlements		(1)		(4)		(4)
Lapses in statutes of limitation		(1)		(1)		(2)
Balance at end of year	\$	90	\$	97	\$	60

(a) During the fourth quarter of 2018, the Company recorded, as part of its final estimate under SAB 118, \$47 million of tax reserves related to uncertainty in our interpretation of the statute and associated regulations.

During the year ended December 28, 2019, the Company settled certain tax matters resulting in an \$11 million net reduction of the tax interest accrual, decreasing the balance to \$11 million at year-end. For the year ended December 29, 2018, the Company paid tax-related interest totaling \$2 million and recognized \$3 million of tax-related interest increasing the accrual balance to \$22 million at year-end. For the year ended December 30, 2017, the Company recognized \$2 million of tax-related interest resulting in an accrual balance of \$21 million at year-end.

NOTE 14 DERIVATIVE INSTRUMENTS AND FAIR VALUE MEASUREMENTS

The Company is exposed to certain market risks such as changes in interest rates, foreign currency exchange rates, and commodity prices, which exist as a part of its ongoing business operations. Management uses derivative financial and commodity instruments, including futures, options, and swaps, where appropriate, to manage these risks. Instruments used as hedges must be effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the contract.

The Company designates derivatives as cash flow hedges, fair value hedges, net investment hedges, and uses other contracts to reduce volatility in interest rates, foreign currency and commodities. As a matter of policy, the Company does not engage in trading or speculative hedging transactions.

Total notional amounts of the Company's derivative instruments as of December 28, 2019 and December 29, 2018 were as follows:

(millions)	2019		2018	
Foreign currency exchange contracts	\$	2,628	\$	1,863
Cross-currency contracts		1,540		1,197
Interest rate contracts		1,871		1,608
Commodity contracts		524		417
Total	\$	6,563	\$	5,085

Following is a description of each category in the fair value hierarchy and the financial assets and liabilities of the Company that were included in each category at December 28, 2019 and December 29, 2018, measured on a recurring basis.

Level 1 — Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market. For the Company, level 1 financial assets and liabilities consist primarily of commodity derivative contracts.

Level 2 — Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. For the Company, level 2 financial assets and liabilities consist of interest rate swaps and over-the-counter commodity and currency contracts.

The Company's calculation of the fair value of interest rate swaps is derived from a discounted cash flow analysis based on the terms of the contract and the interest rate curve. Over-the-counter commodity derivatives are valued using an income approach based on the commodity index prices less the contract rate multiplied by the notional amount. Foreign currency contracts are valued using an income approach based on forward rates less the contract rate multiplied by the notional amount. Cross-currency contracts are valued based on changes in the spot rate at the time of valuation compared to the spot rate at the time of execution, as well as the change in the interest differential between the two currencies. The Company's calculation of the fair value of level 2 financial assets and liabilities takes into consideration the risk of nonperformance, including counterparty credit risk.

Level 3 — Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability. The Company did not have any level 3 financial assets or liabilities as of December 28, 2019 or December 29, 2018.

The following table presents assets and liabilities that were measured at fair value in the Consolidated Balance Sheet on a recurring basis as of December 28, 2019 and December 29, 2018:

Derivatives designated as hedging instruments

(millions)	2019			2018		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Assets:						
Cross currency contracts:						
Other current assets	\$ —	\$ 45	\$ 45	\$ —	\$ —	\$ —
Other Assets	—	40	40	—	79	79
Interest rate contracts (a):						
Other current assets	—	7	7	—	—	—
Other assets	—	4	4	—	17	17
Total assets	\$ —	\$ 96	\$ 96	\$ —	\$ 96	\$ 96
Liabilities:						
Interest rate contracts (a):						
Other current liabilities	\$ —	\$ (4)	\$ (4)	\$ —	\$ —	\$ —
Other liabilities	—	—	—	—	(22)	(22)
Total liabilities	\$ —	\$ (4)	\$ (4)	\$ —	\$ (22)	\$ (22)

(a) The fair value of the related hedged portion of the Company's long-term debt, a level 2 liability, was \$0.7 billion and \$1.6 billion as of December 28, 2019 and December 29, 2018, respectively.

Derivatives not designated as hedging instruments

(millions)	2019			2018		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Assets:						
Foreign currency exchange contracts:						
Other current assets	\$ —	\$ 12	\$ 12	\$ —	\$ 3	\$ 3
Commodity contracts:						
Other current assets	9	—	9	3	—	3
Total assets	\$ 9	\$ 12	\$ 21	\$ 3	\$ 3	\$ 6
Liabilities:						
Foreign currency exchange contracts:						
Other current liabilities	\$ —	(18)	(18)	\$ —	(4)	(4)
Interest rate contracts:						
Other liabilities	—	(13)	(13)	—	—	—
Commodity contracts:						
Other current liabilities	(1)	—	(1)	(9)	—	(9)
Total liabilities	\$ (1)	\$ (31)	\$ (32)	\$ (9)	\$ (4)	\$ (13)

The Company has designated a portion of its outstanding foreign currency denominated long-term debt as a net investment hedge of a portion of the Company's investment in its subsidiaries foreign currency denominated net assets. The carrying value of this debt was \$2.6 billion as of December 28, 2019 and December 29, 2018, respectively.

The following amounts were recorded on the Consolidated Balance Sheet related to cumulative basis adjustments for existing fair value hedges as of December 28, 2019 and December 29, 2018.

(millions)	Line Item in the Consolidated Balance Sheet in which the hedged item is included	Carrying amount of the hedged liabilities		Cumulative amount of fair value hedging adjustment included in the carrying amount of the hedged liabilities (a)	
		December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
Interest rate contracts	Current maturities of long-term debt	\$ 493	\$ 503	\$ —	\$ 3
Interest rate contracts	Long-term debt	\$ 2,643	\$ 3,354	\$ 19	\$ (18)

(a) The current maturities of hedged long-term debt includes \$3 million of hedging adjustment on discontinued hedging relationships as of December 29, 2018. The hedged long-term debt includes \$15 million and \$(12) million of hedging adjustment on discontinued hedging relationships as of December 28, 2019 and December 29, 2018, respectively.

The Company has elected to not offset the fair values of derivative assets and liabilities executed with the same counterparty that are generally subject to enforceable netting agreements. However, if the Company were to offset and record the asset and liability balances of derivatives on a net basis, the amounts presented in the Consolidated Balance Sheet as of December 28, 2019 and December 29, 2018 would be adjusted as detailed in the following table:

As of December 28, 2019

	Amounts Presented in the Consolidated Balance Sheet	Gross Amounts Not Offset in the Consolidated Balance Sheet			Net Amount
		Financial Instruments	Cash Collateral Received/Posted		
Total asset derivatives	\$ 117	\$ (27)	\$ (7)	\$ 83	
Total liability derivatives	\$ (36)	\$ 27	\$ —	\$ (9)	

As of December 29, 2018

	Amounts Presented in the Consolidated Balance Sheet	Gross Amounts Not Offset in the Consolidated Balance Sheet			Net Amount
		Financial Instruments	Cash Collateral Received/Posted		
Total asset derivatives	\$ 102	\$ (27)	\$ (2)	\$ 73	
Total liability derivatives	\$ (35)	\$ 27	\$ —	\$ (8)	

The effect of derivative instruments on the Consolidated Statement of Income for the years ended December 28, 2019 and December 29, 2018 were as follows:

Derivatives and non-derivatives in net investment hedging relationships

(millions)	Gain (loss) recognized in AOCI		Gain (loss) excluded from assessment of hedge effectiveness		Location of gain (loss) in income of excluded component
	2019	2018	2019	2018	
Foreign currency denominated long-term debt	\$ 60	\$ 129	\$ —	\$ —	
Cross-currency contracts	6	79	34	16	Interest expense
Total	\$ 66	\$ 208	\$ 34	\$ 16	

Derivatives not designated as hedging instruments

(millions)	Location of gain (loss) recognized in income	Gain (loss) recognized in income	
		2019	2018
Foreign currency exchange contracts	COGS	\$ (16)	\$ 19
Foreign currency exchange contracts	SGA	(2)	1
Foreign currency exchange contracts	OIE	(4)	—
Commodity contracts	COGS	4	(23)
Commodity contracts	SGA	—	—
Total		\$ (18)	\$ (3)

The effect of fair value and cash flow hedge accounting on the Consolidated Income Statement for the years ended December 28, 2019 and December 29, 2018:

	December 28, 2019	December 29, 2018
(millions)	Interest Expense	Interest Expense
Total amounts of income and expense line items presented in the Consolidated Income Statement in which the effects of fair value or cash flow hedges are recorded	\$ 284	\$ 287
Gain (loss) on fair value hedging relationships:		
Interest contracts:		
Hedged items	(33)	(5)
Derivatives designated as hedging instruments	37	9
Gain (loss) on cash flow hedging relationships:		
Interest contracts:		
Amount of gain (loss) reclassified from AOCI into income	(4)	(8)
Foreign exchange contracts:		
Amount of gain (loss) reclassified from AOCI into income	—	—

During the next 12 months, the Company expects \$9 million of net deferred losses reported in accumulated other comprehensive income (AOCI) at December 28, 2019 to be reclassified to income, assuming market rates remain constant through contract maturities.

Certain of the Company's derivative instruments contain provisions requiring the Company to post collateral on those derivative instruments that are in a liability position if the Company's credit rating falls below BB+ (S&P), or Baa1 (Moody's). The fair value of all derivative instruments with credit-risk-related contingent features in a liability position on December 28, 2019 was not material. In addition, certain derivative instruments contain provisions that would be triggered in the event the Company defaults on its debt agreements. There were no collateral posting requirements as of December 28, 2019 triggered by credit-risk-related contingent features.

Other fair value measurements

Fair Value Measurements on a Nonrecurring Basis

As part of Project K, the Company has consolidated the usage of and has disposed certain long-lived assets, including manufacturing facilities and Corporate owned assets over the term of the program. See Note 5 for more information regarding Project K.

During 2019, there were no long-lived asset impairments related to Project K.

During the year ended December 29, 2018, long-lived assets of \$19 million related to a manufacturing facility in the Company's North America reportable segment, were written down to an estimated fair value of \$5 million due to Project K activities. The Company's calculation of the fair value of these long-lived assets is based on level 3 inputs, including market comparables, market trends and the condition of the assets.

The following is a summary of the carrying and market values of the Company's available for sale securities:

(millions)	2019			2018		
	Cost	Unrealized Gain (Loss)	Market Value	Cost	Unrealized Gain/ (Loss)	Market Value
Corporate Bonds	\$ —	\$ —	\$ —	\$ 59	\$ —	\$ 59

During the year ended December 28, 2019, the Company's investments in level 2 corporate bonds were sold for \$63 million resulting in a gain of \$4 million, recorded in Other income and (expense).

The market values of the Company's investments in level 2 corporate bonds were based on matrices or models from pricing vendors. Unrealized gains and losses were included in the Consolidated Statement of Comprehensive Income. Additionally, these investments were recorded within Other current assets and Other assets on the Consolidated Balance Sheet, based on the maturity of the individual security.

Financial instruments

The carrying values of the Company's short-term items, including cash, cash equivalents, accounts receivable, accounts payable, notes payable and current maturities of long-term debt approximate fair value. The fair value of the Company's long-term debt, which are level 2 liabilities, is calculated based on broker quotes. The fair value and carrying value of the Company's long-term debt was \$7.8 billion and \$7.2 billion, respectively, as of December 28, 2019.

Counterparty credit risk concentration

The Company is exposed to credit loss in the event of nonperformance by counterparties on derivative financial and commodity contracts. Management believes a concentration of credit risk with respect to derivative counterparties is limited due to the credit ratings and use of master netting and reciprocal collateralization agreements with the counterparties and the use of exchange-traded commodity contracts.

Master netting agreements apply in situations where the Company executes multiple contracts with the same counterparty. Certain counterparties represent a concentration of credit risk to the Company. If those counterparties fail to perform according to the terms of derivative contracts, this could result in a loss to the Company of approximately \$58 million, net of collateral already received from those counterparties as of December 28, 2019.

For certain derivative contracts, reciprocal collateralization agreements with counterparties call for the posting of collateral in the form of cash, treasury securities or letters of credit if a fair value loss position to the Company or its counterparties exceeds a certain amount. In addition, the company is required to maintain cash margin accounts in connection with its open positions for exchange-traded commodity derivative instruments executed with the counterparty that are subject to enforceable netting agreements. As of December 28, 2019, the Company had no collateral posting requirements related to reciprocal collateralization agreements and collected approximately \$19 million of collateral related to reciprocal collateralization agreements which is reflected as an increase in other liabilities. As of December 28, 2019, the Company posted \$12 million in margin deposits for exchange-traded commodity derivative instruments, which was reflected as an increase in accounts receivable, net.

Management believes concentrations of credit risk with respect to accounts receivable is limited due to the generally high credit quality of the Company's major customers, as well as the large number and geographic dispersion of smaller customers. However, the Company conducts a disproportionate amount of business with a small number of large multinational grocery retailers, with the five largest accounts encompassing approximately 23% of consolidated trade receivables at December 28, 2019.

Refer to Note 1 for disclosures regarding the Company's accounting policies for derivative instruments.

NOTE 15 CONTINGENCIES

The Company is subject to various legal proceedings, claims, and governmental inspections or investigations in the ordinary course of business covering matters such as general commercial, governmental regulations, antitrust and trade regulations, product liability, environmental, intellectual property, workers' compensation, employment and other actions. These matters are subject to uncertainty and the outcome is not predictable with assurance. The Company uses a combination of insurance and self-insurance for a number of risks, including workers' compensation, general liability, automobile liability and product liability.

In 2016, a class action complaint was filed against Kellogg in the Northern District of California relating to statements made on packaging for certain products. In August 2019, the Court ruled in favor of the plaintiff regarding certain statements made on the Company's products and ordered the parties to conduct settlement discussions related to all matters in dispute. On October 21, 2019, the plaintiff filed a motion to the Court to approve a settlement. Subsequent to the end of the year, the Court denied without prejudice the plaintiff's motion to approve the settlement. As of December 28, 2019, the Company concluded that the contingency related to the unfavorable ruling was probable and estimable, resulting in a liability being recorded. This litigation, including any potential settlement, is not expected to have a material impact on the Company's consolidated financial statements. The Company will continue to evaluate the likelihood of potential outcomes as the litigation continues.

The Company has established accruals for certain matters where losses are deemed probable and reasonably estimable. There are other claims and legal proceedings pending against the Company for which accruals have not been established. It is reasonably possible that some of these matters could result in an unfavorable judgment against the Company and could require payment of claims in amounts that cannot be estimated at December 28, 2019. Based upon current information, management does not expect any of the claims or legal proceedings pending against the Company to have a material impact on the Company's consolidated financial statements.

NOTE 16 QUARTERLY FINANCIAL DATA (unaudited)

(millions)	Net sales		Gross profit	
	2019	2018	2019	2018
First	\$ 3,522	\$ 3,401	\$ 1,107	\$ 1,252
Second	3,461	3,360	1,186	1,209
Third	3,372	3,469	1,000	1,176
Fourth	3,223	3,317	1,088	1,089
	\$ 13,578	\$ 13,547	\$ 4,381	\$ 4,726

Net income (loss) attributable to Kellogg

(millions)	Company		Per share amounts			
	2019	2018	2019		2018	
			Basic	Diluted	Basic	Diluted
First	\$ 282	\$ 444	\$ 0.82	\$ 0.82	\$ 1.28	\$ 1.27
Second	286	596	0.84	0.84	1.72	1.71
Third	247	380	0.73	0.72	1.10	1.09
Fourth (a)	145	(84)	0.43	0.42	(0.24)	(0.24)
	\$ 960	\$ 1,336				

(a) The significant decrease in the fourth quarter 2018 net income is primarily due to a mark-to-market adjustment recognized on pension assets.

The principal market for trading Kellogg shares (Ticker symbol: K) is the New York Stock Exchange (NYSE). At December 28, 2019 there were 31,322 shareholders of record.

Dividends paid per share during the last two years were:

Quarter	2019	2018
First	\$ 0.56	\$ 0.54
Second	0.56	0.54
Third	0.57	0.56
Fourth	0.57	0.56
	\$ 2.26	\$ 2.20

During 2019, the Company recorded the following in operating profit and other income (expense):

	2019				
(millions)	First	Second	Third	Fourth	Full Year
Operating profit					
Restructuring and cost reduction charges	\$ (8)	\$ (65)	\$ (18)	\$ (27)	(118)
Gains / (losses) on mark-to-market adjustments	(42)	46	(11)	—	(7)
Other income (expense)					
Restructuring and cost reduction charges	\$ —	\$ —	\$ —	\$ 5	5
Gains / (losses) on mark-to-market adjustments	1	(11)	32	(120)	(98)

During 2018, the Company recorded the following in operating profit and other income (expense):

	2018				
(millions)	First	Second	Third	Fourth	Full Year
Operating profit					
Restructuring and cost reduction charges	\$ (20)	\$ (5)	\$ (64)	\$ (84)	(173)
Gains / (losses) on mark-to-market adjustments	30	3	(11)	(15)	7
Other income (expense)					
Restructuring and cost reduction charges	\$ —	\$ —	\$ 30	\$ —	30
Gains / (losses) on mark-to-market adjustments	9	2	36	(397)	(350)

NOTE 17 REPORTABLE SEGMENTS

Kellogg Company is the world's leading producer of cereal, second largest producer of crackers and a leading producer of savory snacks and frozen foods. Additional product offerings include toaster pastries, cereal bars, veggie foods, and noodles. Kellogg products are manufactured and marketed globally. Principal markets for these products include the United States, United Kingdom and Nigeria.

On December 30, 2018 the Company reorganized its North American business. The reorganization eliminated the legacy business unit structure and internal reporting. In addition, the Company changed the internal reporting provided to the chief operating decision maker (CODM) and segment manager. As a result, the Company reevaluated its operating segments. Prior period segment results were restated to reflect the new organizational structure. In conjunction with the reorganization, certain global research and development resources and related activities were transferred from the North America business to Corporate. Prior period segment results were not restated for the transfer as the impacts were not considered material.

In addition, the Company transferred its Middle East, North Africa, and Turkey businesses from Kellogg Europe to Kellogg AMEA, effective December 30, 2018. This consolidated the Company's Africa business under a single regional management team. All comparable prior periods have been restated to reflect the change. For the year ended December 29, 2018, the change resulted in \$273 million of reported net sales, and \$46 million of reported operating profit transferring from Kellogg Europe to Kellogg AMEA. For the year ended December 30, 2017, the change resulted in \$241 million of reported net sales, and \$56 million of reported operating profit transferring from Kellogg Europe to Kellogg AMEA.

The Company manages its operations through four operating segments that are based on geographic location - North America which includes U.S. businesses and Canada; Europe which consists principally of European countries; Latin America which consists of Central and South America and includes Mexico; and AMEA (Asia Middle East Africa) which consists of Africa, Middle East, Australia and other Asian and Pacific markets. These operating segments also represent our reportable segments.

On July 28, 2019, the Company completed its sale of selected cookies, fruit and fruit flavored snacks, pie crusts, and ice cream cone businesses to Ferrero for approximately \$1.3 billion in cash. Both the total assets and the net assets, consisting primarily of goodwill and intangibles, property, plant and equipment, and inventory, of the businesses were approximately \$1.3 billion. The operating results for these businesses were primarily included in the North America reporting segment prior to the sale.

The measurement of reportable segment results is based on segment operating profit which is generally consistent with the presentation of operating profit in the Consolidated Statement of Income. Reportable segment results were as follows:

(millions)	2019	2018	2017
Net sales			
North America	8,390	8,688	8,673
Europe	2,092	2,122	2,050
Latin America	940	947	944
AMEA	2,156	1,790	1,187
Consolidated	\$ 13,578	\$ 13,547	\$ 12,854
Operating profit			
North America (a)(b)	1,215	1,397	1,246
Europe	222	251	220
Latin America	85	102	108
AMEA	195	174	140
Total Reportable Segments	1,717	1,924	1,714
Corporate (b)	(316)	(218)	(327)
Consolidated	\$ 1,401	\$ 1,706	\$ 1,387
Depreciation and amortization (c)			
North America	291	341	330
Europe	80	78	78
Latin America	30	37	37
AMEA	76	57	35
Total Reportable Segments	477	513	480
Corporate	7	3	1
Consolidated	\$ 484	\$ 516	\$ 481

(a) During 2019, North America operating profit includes the recognition of multi-employer pension plan exit liabilities totaling \$132 million.

(b) Corporate operating profit in 2019 includes the cost of certain global research and development activities that were previously included in the North America reportable segment in 2018 and 2017 totaling approximately \$48 million and \$47 million, respectively.

(c) Includes asset impairment charges as discussed in Note 14.

Certain items such as interest expense and income taxes, while not included in the measure of reportable segment operating results, are regularly reviewed by the CODM for the Company's internationally-based reportable segments as shown below.

(millions)	2019	2018	2017
Interest expense			
North America	\$ —	\$ 1	\$ 3
Europe	6	6	14
Latin America	9	3	2
AMEA	14	9	4
Corporate	255	268	233
Consolidated	\$ 284	\$ 287	\$ 256
Income taxes			
Europe	\$ 48	\$ 23	\$ (37)
Latin America	16	30	33
AMEA	23	23	10
Corporate & North America	234	105	404
Consolidated	\$ 321	\$ 181	\$ 410

Assets are reviewed by the CODM on a consolidated basis and therefore are not presented by operating segment. The CODM does review additions to long-lived assets based on operating segment.

(millions)	2019	2018	2017
Additions to long-lived assets			
North America	\$ 356	\$ 336	\$ 329
Europe	83	84	102
Latin America	41	76	32
AMEA	101	79	34
Corporate	5	3	4
Consolidated	\$ 586	\$ 578	\$ 501

The Company's largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 19% of consolidated net sales during both 2019 and 2018, and 20% in 2017, comprised principally of sales within the United States.

Supplemental geographic information is provided below for net sales to external customers and long-lived assets:

(millions)	2019	2018	2017
Net sales			
United States	\$ 7,885	\$ 8,176	\$ 8,160
All other countries	5,693	5,371	4,694
Consolidated	\$ 13,578	\$ 13,547	\$ 12,854
Long-lived assets			
United States	\$ 1,996	\$ 2,197	\$ 2,195
All other countries	1,616	1,534	1,521
Consolidated	\$ 3,612	\$ 3,731	\$ 3,716

Supplemental product information is provided below for net sales to external customers:

(millions)	2019	2018	2017
Snacks	\$ 6,663	\$ 6,797	\$ 6,683
Cereal	5,029	5,203	5,222
Frozen	1,037	1,020	949
Noodles and other	849	527	—
Consolidated	\$ 13,578	\$ 13,547	\$ 12,854

NOTE 18
SUPPLEMENTAL FINANCIAL STATEMENT DATA

Consolidated Statement of Income (millions)	2019		2018		2017	
Research and development expense	\$	144	\$	154	\$	148
Advertising expense	\$	676	\$	752	\$	732

Consolidated Balance Sheet (millions)	2019		2018	
Trade receivables	\$	1,315	\$	1,163
Allowance for doubtful accounts		(10)		(10)
Refundable income taxes		56		28
Other receivables		215		194
Accounts receivable, net	\$	1,576	\$	1,375
Raw materials, spare parts, and supplies	\$	303	\$	339
Finished goods and materials in process		923		991
Inventories	\$	1,226	\$	1,330
Land	\$	116	\$	120
Buildings		2,021		2,061
Machinery and equipment		5,852		5,971
Capitalized software		496		438
Construction in progress		566		583
Accumulated depreciation		(5,439)		(5,442)
Property, net	\$	3,612	\$	3,731
Other intangibles	\$	2,677	\$	3,448
Accumulated amortization		(101)		(87)
Other intangibles, net	\$	2,576	\$	3,361
Pension	\$	241	\$	228
Deferred income taxes		231		246
Other		667		594
Other assets	\$	1,139	\$	1,068
Accrued income taxes	\$	42	\$	48
Accrued salaries and wages		290		309
Accrued advertising and promotion		641		557
Other		577		502
Other current liabilities	\$	1,550	\$	1,416
Income taxes payable	\$	81	\$	115
Nonpension postretirement benefits		33		34
Other		429		355
Other liabilities	\$	543	\$	504

Allowance for doubtful accounts (millions)	2019		2018		2017	
Balance at beginning of year	\$	10	\$	10	\$	8
Additions charged to expense		9		4		14
Doubtful accounts charged to reserve		(9)		(4)		(12)
Balance at end of year	\$	10	\$	10	\$	10

Management's Responsibility for Financial Statements

Management is responsible for the preparation of the Company's consolidated financial statements and related notes. We believe that the consolidated financial statements present the Company's financial position and results of operations in conformity with accounting principles that are generally accepted in the United States, using our best estimates and judgments as required.

The board of directors of the Company has an Audit Committee composed of four non-management Directors. The Committee meets regularly with management, internal auditors, and the independent registered public accounting firm to review accounting, internal control, auditing and financial reporting matters.

Formal policies and procedures, including an active Ethics and Business Conduct program, support the internal controls and are designed to ensure employees adhere to the highest standards of personal and professional integrity. We have a rigorous internal audit program that independently evaluates the adequacy and effectiveness of these internal controls.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles.

We conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Based on our evaluation under the framework in *Internal Control — Integrated Framework* (2013), management concluded that our internal control over financial reporting was effective as of December 28, 2019. The effectiveness of our internal control over financial reporting as of December 28, 2019 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which follows.

/s/ Steven A. Cahillane

Steven A. Cahillane
Chairman and Chief Executive Officer

/s/ Amit Banati

Amit Banati
Senior Vice President and Chief Financial Officer

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Kellogg Company

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the consolidated financial statements, including the related notes, as listed in the index appearing under Item 15(a)(1), of Kellogg Company and its subsidiaries (the Company) (collectively referred to as the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 28, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 28, 2019 and December 29, 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 28, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 28, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2019.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely

detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill Impairment Assessment - Multipro and RX Reporting Units

As described in Notes 1 and 4 to the consolidated financial statements, management evaluates goodwill for impairment annually or whenever events or changes in circumstances indicate the carrying amount of the goodwill may be impaired. As disclosed in the consolidated financial statements, the carrying amounts of Multipro and RX goodwill as of December 28, 2019 was \$606 million and \$373 million, respectively. The fair value for the Multipro reporting unit was estimated based on an EBITDA market multiple and discounted cash flows. The fair value for the RX reporting unit was estimated based on a sales market multiple and discounted cash flows. The determination of fair value using discounted cash flows required significant management judgment and assumptions. The significant assumptions used to determine the fair value of the Multipro reporting unit included the forecasted net sales growth and gross margin. The significant assumption used to determine the fair value of the RX reporting unit was the forecasted net sales growth.

The principal considerations for our determination that performing procedures relating to the goodwill impairment assessment of the Multipro and RX reporting units is a critical audit matter are (i) there was a high degree of auditor judgment and subjectivity in applying procedures relating to the fair value measurement of the Multipro and RX reporting units due to the significant judgment by management when determining the fair value of the Multipro and RX reporting units, (ii) significant audit effort was necessary in performing procedures and evaluating significant assumptions, including forecasted net sales growth and gross margin, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge to assist in performing these procedures and evaluating the audit evidence obtained.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the annual goodwill impairment test, including controls over the valuation of the Multipro and RX reporting units. These procedures also included, among others, testing management's process for developing the fair value estimate of the Multipro and RX reporting units, evaluating the appropriateness of the discounted cash flow models, testing the completeness, accuracy, and relevance of underlying data used in the models and evaluating the reasonableness of the significant assumptions used by management, including the forecasted net sales growth and gross margin. Evaluating the reasonableness of management's assumptions related to the forecasted net sales growth and gross margin involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the reporting units, (ii) the consistency with external market and industry data, and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating the Company's discounted cash flow models.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
February 24, 2020

We have served as the Company's auditor since at least 1937. We have not been able to determine the specific year we began serving as auditor of the Company.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures.

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure. Disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, rather than absolute, assurance of achieving the desired control objectives.

As of December 28, 2019, management carried out an evaluation under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

(b) Internal Control over Financial Reporting.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we have included a report of management's assessment of the design and effectiveness of our internal control over financial reporting as part of this Annual Report on Form 10-K. The independent registered public accounting firm of PricewaterhouseCoopers LLP also audited, and reported on, the effectiveness of our internal control over financial reporting. Management's report and the independent registered public accounting firm's audit report are included in our 2019 financial statements in Item 8 of this Report under the captions entitled "Management's Report on Internal Control over Financial Reporting" and "Report of Independent Registered Public Accounting Firm" and are incorporated herein by reference.

(c) Changes in Internal Control over Financial Reporting.

There were no changes during the quarter ended December 28, 2019, that materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors — Refer to the information in our Proxy Statement to be filed with the Securities and Exchange Commission for the Annual Meeting of Shareowners to be held on April 24, 2020 (the "Proxy Statement"), under the caption "Proposal 1 — Election of Directors," which information is incorporated herein by reference.

Identification and Members of Audit Committee; Audit Committee Financial Expert — Refer to the information in the Proxy Statement under the caption "Board and Committee Membership," which information is incorporated herein by reference.

Executive Officers of the Registrant — Refer to "Executive Officers" under Item 1 of this Report.

Code of Ethics for Chief Executive Officer, Chief Financial Officer and Controller — We have adopted a Global Code of Ethics which applies to our chief executive officer, chief financial officer, corporate controller and all our other employees, and which can be found at www.kelloggcompany.com. Any amendments or waivers to the Global Code of Ethics applicable to our chief executive officer, chief financial officer or corporate controller may also be found at www.kelloggcompany.com.

ITEM 11. EXECUTIVE COMPENSATION

Refer to the information under the captions "2019 Director Compensation and Benefits," "Compensation Discussion and Analysis," "Executive Compensation," "Retirement and Non-Qualified Defined Contribution and Deferred Compensation Plans," and "Potential Post-Employment Payments" of the Proxy Statement, which is incorporated herein by reference. See also the information under the caption "Compensation and Talent Management Committee Report" of the Proxy Statement, which information is incorporated herein by reference; however, such information is only "furnished" hereunder and not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Refer to the information under the captions "Security Ownership — Five Percent Holders", "Security Ownership — Officer and Director Stock Ownership" and "Equity Compensation Plan Information" of the Proxy Statement, which information is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Refer to the information under the captions "Corporate Governance — Director Independence" and "Related Person Transactions" of the Proxy Statement, which information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Refer to the information under the captions "Proposal 3 — Ratification of PricewaterhouseCoopers LLP — Fees Paid to Independent Registered Public Accounting Firm" and "Proposal 3 — Ratification of PricewaterhouseCoopers LLP — Preapproval Policies and Procedures" of the Proxy Statement, which information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The Consolidated Financial Statements and related Notes, together with Management's Report on Internal Control over Financial Reporting, and the Report thereon of PricewaterhouseCoopers LLP dated February 24, 2020, are included herein in Part II, Item 8.

(a) 1. Consolidated Financial Statements

Consolidated Statement of Income for the years ended December 28, 2019, December 29, 2018 and December 30, 2017.

Consolidated Statement of Comprehensive Income for the years ended December 28, 2019, December 29, 2018 and December 30, 2017.

Consolidated Balance Sheet at December 28, 2019 and December 29, 2018.

Consolidated Statement of Equity for the years ended December 28, 2019, December 29, 2018 and December 30, 2017.

Consolidated Statement of Cash Flows for the years ended December 28, 2019, December 29, 2018 and December 30, 2017.

Notes to Consolidated Financial Statements.

Management's Report on Internal Control over Financial Reporting.

Report of Independent Registered Public Accounting Firm.

(a) 2. Consolidated Financial Statement Schedule

All financial statement schedules are omitted because they are not applicable or the required information is shown in the financial statements or the notes thereto.

(a) 3. Exhibits required to be filed by Item 601 of Regulation S-K

The information called for by this Item is incorporated herein by reference from the Exhibit Index included in this Report.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

EXHIBIT INDEX

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
3.01	Amended Restated Certificate of Incorporation of Kellogg Company, incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-8, file number 333-56536.	IBRF
3.02	Bylaws of Kellogg Company, as amended, incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated December 15, 2017, Commission file number 1-4171.	IBRF
4.01	Indenture, dated March 15, 2001, between Kellogg Company and BNY Midwest Trust Company, including the form of 7.45% Debentures due 2031, incorporated by reference to Exhibit 4.01 to our Quarterly Report on Form 10-Q for the quarter ending March 31, 2001, Commission file number 1-4171.	IBRF
4.02	Supplemental Indenture, dated March 29, 2001, between Kellogg Company and BNY Midwest Trust Company, including the form of 7.45% Debentures due 2031, incorporated by reference to Exhibit 4.02 to our Quarterly Report on Form 10-Q for the quarter ending March 31, 2001, Commission file number 1-4171.	IBRF
4.03	Indenture, dated as of May 21, 2009, between Kellogg Company and The Bank of New York Mellon Trust Company, N.A., incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-3, Commission file number 333-209699.	IBRF
4.04	Officers' Certificate of Kellogg Company (with form of Kellogg Company 4.000% Senior Note Due 2020), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated December 8, 2010, Commission file number 1-4171.	IBRF
4.05	Officers' Certificate of Kellogg Company (with form of 1.125% Senior Note due 2015, 1.750% Senior Note due 2017 and 3.125% Senior Note due 2022), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 17, 2012, Commission file number 1-4171.	IBRF
4.06	Officer's Certificate of Kellogg Company (with form of Floating Rate Senior Notes due 2015 and 2.750% Senior Notes due 2023), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated February 14, 2013, Commission file number 1-4171.	IBRF
4.07	Officer's Certificate of Kellogg Company (with form of 1.250% Senior Notes due 2025), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated March 9, 2015, Commission file number 1-4171.	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
4.08	Officers' Certificate of Kellogg Company (with form of 3.250% Senior Notes due 2026 and 4.500% Senior Debentures due 2046), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated March 7, 2016, Commission file number 1-4171.	IBRF
4.09	Officers' Certificate of Kellogg Company (with form of 1.000% Senior Notes due 2024), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 19, 2016, Commission file number 1-4171.	IBRF
4.10	Officers' Certificate of Kellogg Company (with form of 2.650% Senior Notes due 2023), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated November 15, 2016, Commission file number 1-4171.	IBRF
4.11	Officers' Certificate of Kellogg Company (with form of 0.800% Senior Notes due 2022), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 17, 2017, Commission file number 1-4171.	IBRF
4.12	Officers' Certificate of Kellogg Company (with form of 3.400% Senior Notes due 2027), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated November 13, 2017, Commission file number 1-4171.	IBRF
4.13	Officers' Certificate of Kellogg Company (with form of 3.250% Senior Notes due 2021 and form of 4.300% Senior Notes due 2028), incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K dated May 15, 2018, Commission file number 1-4171.	IBRF
4.14	Officers' Certificate of Kellogg Company (with form of 1.750% Senior Note due 2021), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 23, 2014, Commission file number 1-4171.	IBRF
4.15	Description of Equity Securities	E
4.16	Description of Debt Securities	E
10.01	Kellogg Company Supplemental Savings and Investment Plan, as amended and restated as of January 1, 2003, incorporated by reference to Exhibit 10.03 to our Annual Report on Form 10-K for the fiscal year ended December 28, 2002, Commission file number 1-4171.*	IBRF
10.02	Kellogg Company Key Employee Long Term Incentive Plan, incorporated by reference to Exhibit 10.07 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*	IBRF
10.03	Kellogg Company 2000 Non-Employee Director Stock Plan, incorporated by reference to Exhibit 10.10 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.04	Agreement between us and other executives, incorporated by reference to Exhibit 10.05 of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, Commission file number 1-4171.*	IBRF
10.05	Kellogg Company 2002 Employee Stock Purchase Plan, as amended and restated as of January 1, 2008, incorporated by reference to Exhibit 10.22 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*	IBRF
10.06	Kellogg Company 1993 Employee Stock Ownership Plan, incorporated by reference to Exhibit 10.23 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*	IBRF
10.07	Kellogg Company 2003 Long-Term Incentive Plan, as amended and restated as of December 8, 2006, incorporated by reference to Exhibit 10 to our Annual Report on Form 10-K for the fiscal year ended December 30, 2006, Commission file number 1-4171.*	IBRF
10.08	Kellogg Company Severance Plan, incorporated by reference to Exhibit 10.25 of our Annual Report on Form 10-K for the fiscal year ended December 28, 2002, Commission file number 1-4171.*	IBRF
10.09	First Amendment to the Key Executive Benefits Plan, incorporated by reference to Exhibit 10.39 of our Annual Report in Form 10-K for our fiscal year ended January 1, 2005, Commission file number 1-4171.*	IBRF
10.10	Executive Survivor Income Plan, incorporated by reference to Exhibit 10.42 of our Annual Report in Form 10-K for our fiscal year ended December 31, 2005, Commission file number 1-4171.*	IBRF
10.11	Form of Amendment to Form of Agreement between us and certain executives, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 18, 2008, Commission file number 1-4171.*	IBRF
10.12	Kellogg Company 2009 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8 dated April 27, 2009, Commission file number 333-158824.*	IBRF
10.13	Kellogg Company 2009 Non-Employee Director Stock Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8 dated April 27, 2009, Commission file number 333-158826.*	IBRF
10.14	Form of Option Terms and Conditions under 2009 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated February 25, 2011, Commission file number 1-4171.	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.15	Letter Agreement between us and Gary Pilnick, dated May 20, 2008, incorporated by reference to Exhibit 10.54 to our Annual Report on Form 10-K for the fiscal year ended January 1, 2011, commission file number 1-4171.*	IBRF
10.16	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated February 23, 2012, Commission file number 1-4171.*	IBRF
10.17	Kellogg Company 2013 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8, file number 333-188222.*	IBRF
10.18	Kellogg Company Pringles Savings and Investment Plan, incorporated by reference to Exhibit 4.3 to our Registration Statement on Form S-8, file number 333-189638.*	IBRF
10.19	Amendment Number 1 to the Kellogg Company Pringles Savings and Investment Plan, incorporated by reference to Exhibit 4.4 to our Registration Statement on Form S-8, file number 333-189638.*	IBRF
10.20	Kellogg Company Deferred Compensation Plan for Non-Employee Directors, incorporated by reference to Exhibit 10.49 to our Annual Report on Form 10-K dated February 24, 2014, Commission file number 1-4171.*	IBRF
10.21	Kellogg Company Executive Compensation Deferral Plan, incorporated by reference to Exhibit 10.50 to our Annual Report on Form 10-K dated February 24, 2014, Commission file number 1-4171.*	IBRF
10.22	Kellogg Company Change of Control Severance Policy for Key Executives, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 11, 2014.*	IBRF
10.23	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated February 24, 2015, Commission file number 1-4171.*	IBRF
10.24	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated February 23, 2016, Commission file number 1-4171.*	IBRF
10.25	2017-2019 Executive Performance Plan, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated February 24, 2017, Commission file number 1-4171.*	IBRF
10.26	Form of Restricted Stock Unit Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated February 24, 2017, Commission file number 1-4171.*	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.27	Kellogg Company 2017 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8, file number 333-217769.*	IBRF
10.28	Letter agreement with Steve Cahillane, dated September 22, 2017, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated September 28, 2017, Commission file number 1-4171.*	IBRF
10.29	Letter agreement with John Bryant, dated September 22, 2017, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated September 28, 2017, Commission file number 1-4171.*	IBRF
10.30	Five-Year Credit Agreement dated as of January 30, 2018 with JPMorgan Chase Bank, N.A., as Administrative Agent, Barclays Bank PLC, as Syndication Agent, Bank of America, N.A., Citibank, N.A., Cooperatieve Rabobank U.A., New York Branch, Morgan Stanley MUFG Loan Partners, LLC and Wells Fargo Bank, National Association, as Documentation Agents, JPMorgan Chase Bank, N.A., Barclays Bank PLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Cooperatieve Rabobank U.A., New York Branch, Morgan Stanley MUFG Loan Partners, LLC and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners and the lenders named therein, incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K dated February 1, 2018, Commission file number 1-4171.	IBRF
10.31	Letter Agreement with Paul Norman, dated February 16, 2018, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated February 16, 2018, Commission file number 1-4171.*	IBRF
10.32	2018-2020 Executive Performance Plan, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated February 22, 2018, Commission file number 1-4171.*	IBRF
10.33	Form of Restricted Stock Unit Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated February 22, 2018, Commission File number 1-4171.*	IBRF
10.34	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K dated February 22, 2018, Commission file number 4-4171.*	IBRF
10.35	Amendment to the Kellogg Company 2017 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated June 11, 2018, Commission file number 1-4171.*	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.36	364-Day Credit Agreement dated as of January 29, 2019 with JPMorgan Chase Bank, N.A., as Administrative Agent, Barclays Bank PLC, as Syndication Agent, and JPMorgan Chase Bank, N.A. Barclays Bank PLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Coöperatieve Rabobank U.A., New York Branch, Morgan Stanley MUFG Loan Partners, LLC and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners and the lenders named therein, incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K dated February 4, 2019, Commission file number 1-4171.	IBRF
10.37	2019-2021 Executive Performance Plan, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated February 26, 2019, Commission file number 1-4171.	IBRF
10.38	Form of Restricted Stock Unit Terms and Conditions, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated February 26, 2019, Commission file number 1-4171.	IBRF
10.39	Form of Option Terms and Conditions, incorporated by reference to our Current Report on Form 8-K dated February 26, 2019, Commission file number 1-4171.	IBRF
10.40	Agreement with Fareed Khan, dated May 2, 2019, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, Commission file number 1-4171.	IBRF
21.01	Domestic and Foreign Subsidiaries of Kellogg.	E
23.01	Consent of Independent Registered Public Accounting Firm.	E
24.01	Powers of Attorney authorizing Gary H. Pilnick to execute our Annual Report on Form 10-K for the fiscal year ended December 28, 2019, on behalf of the Board of Directors, and each of them.	E
31.1	Rule 13a-14(a)/15d-14(a) Certification by Steven A. Cahillane.	E
31.2	Rule 13a-14(a)/15d-14(a) Certification by Amit Banati.	E
32.1	Section 1350 Certification by Steven A. Cahillane.	E
32.2	Section 1350 Certification by Amit Banati.	E
101.INS	XBRL Instance Document	E
101.SCH	XBRL Taxonomy Extension Schema Document	E
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	E
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	E
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	E
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	E

* A management contract or compensatory plan required to be filed with this Report.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

	Name	Capacity	Date
/s/	Steven A. Cahillane Steven A. Cahillane	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	February 24, 2020
/s/	Amit Banati Amit Banati	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 24, 2020
/s/	Kurt Forche Kurt Forche	Vice President and Corporate Controller (Principal Accounting Officer)	February 24, 2020
	* Stephanie A. Burns	Director	February 24, 2020
	* Carter A. Cast	Director	February 24, 2020
	* Richard W. Dreiling	Director	February 24, 2020
	* Roderick D. Gillum	Director	February 24, 2020
	* Zachary Gund	Director	February 24, 2020
	* James M. Jenness	Director	February 24, 2020
	* Donald R. Knauss	Director	February 24, 2020
	* Mary A. Laschinger	Director	February 24, 2020
	* Erica L. Mann	Director	February 24, 2020
	* La June Montgomery Tabron	Director	February 20, 2020
	* Carolyn M. Tastad	Director	February 24, 2020

* By: /s/ Gary H. Pilnick Attorney-in-fact February 24, 2020
Gary H. Pilnick

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Section 2: EX-4.15 (EXHIBIT 4.15)

Description of Registrant's Equity Securities Registered Pursuant to Section 12 of the Securities and Exchange Act of 1934.

As of December 28, 2019, Kellogg Company ("Kellogg," "we," "our," and "us") had one class of equity securities, our Common Stock, par value \$0.25 per share ("Common Stock"), registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The following summary of terms of our Common Stock is based upon our amended restated certificate of incorporation (the "Certificate") and bylaws (the "Bylaws") currently in effect under Delaware law. This summary is not complete and is subject to, and qualified in its entirety by reference to, the Certificate and Bylaws, which are filed as Exhibits 3.1 and 3.2 to our Annual Report on Form 10-K of which this Exhibit 4.15 is a part. We encourage you to read these documents and the applicable portion of the Delaware General Corporation Law, as amended, carefully.

Description of Common Stock.

General

Kellogg is authorized to issue 1,000,000,000 shares of Common Stock.

Voting Rights

Each shareowner shall be entitled to one (1) vote for each share of Common Stock held on all matters to be voted upon. Each shareowner entitled to vote shall be entitled to vote in person or by proxy (and may authorize another person to act as such proxy in such ways, such as electronic transmission, as are permitted under the DGCL), but no proxy shall be voted or acted on after three years from its date unless said proxy provides for a longer period. Our Bylaws contain a majority voting standard for the election of directors in an uncontested election (that is, an election where the number of nominees is equal to the number of seats open). In an uncontested election, each nominee must be elected by the vote of a majority of the votes cast. A "majority of the votes cast" means the number of votes cast "for" a director's election must exceed the number of votes cast "against" (excluding abstentions).

Dividends

Dividends may be paid upon the Common Stock as and when declared by the Board of Directors, or a committee thereof expressly authorized by resolution of the Board of Directors, out of funds legally available for the payment of dividends.

Other Rights

Upon dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, the net assets of the Company shall be distributed ratably to the holders of the Common Stock.

No shareowner shall have any preemptive right to subscribe for, purchase, or otherwise acquire shares of (a) the Company's stock or (b) bonds, notes, or other securities, whether or not convertible, into the Company's stock. The Board of Directors may, from time-to-time, and at any time, cause shares of stock of the Company of any class to be issued, sold or otherwise disposed of at such price or prices and upon such terms as the Board of Directors may determine.

All the outstanding shares of Common Stock are validly issued, fully paid and nonassessable.

Anti-Takeover Effects of Our Certificate and Bylaws and Delaware Law

Some provisions of Delaware law and our Certificate and Bylaws could make the following more difficult:

- acquisition of us by means of a tender offer or merger;
- acquisition of us by means of a proxy contest or otherwise; or
- removal of our incumbent officers and directors.

These provisions, summarized below, may discourage coercive takeover practices and inadequate takeover bids.

Classified Board and Removal of Directors

Our Bylaws provide that our directors be divided into three classes, as nearly equal in number as possible, with a term of office of three years, one class to expire each year. At each annual meeting, the class of directors whose terms of office shall expire at such time shall be elected as provided in the Bylaws to hold office for terms expiring at the third annual meeting following their election and until a successor shall be elected and shall qualify.

Subject to the rights of the holders of any particular class or series of equity securities, any director may be removed only for cause and only by the affirmative vote of the holders of not less than two-thirds of the voting power of all shares of voting stock, voting together as a single class, at any regular or special meeting of the shareowners, subject to any requirement for a larger vote contained in the DGCL.

Size of Board of Directors and Vacancies

Our Bylaws provide that the number of directors shall be not less than seven nor more than fifteen, the exact number of directors to be fixed from time-to-time by a resolution adopted by not less than two-thirds of the Board of Directors. Subject to the rights of the holders of any particular class or series of equity securities, (i) newly created directorships resulting from any increase in the total number of authorized directors may be filled by the affirmative vote of not less than two-thirds of the directors then in office, although less than a quorum, or by a sole remaining director, at any regular or special meeting of the Board of Directors, or by a plurality vote of the shareowners at any meeting of shareowners, and (ii) any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by the affirmative vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director, at any regular or special meeting of the Board of Directors. Any director elected to fill a vacancy described in clause (ii) shall be of the same class as his or her predecessor.

No Shareowner Action by Written Consent

Our Certificate provides that any shareowner action may be effected only at a duly called annual or special meeting of shareowners and may not be effected by a written consent or consents by shareowners in lieu of such a meeting.

Amendment of Our Bylaws

Except to the extent otherwise provided in our Certificate, our Bylaws may any by amended by (i) by the affirmative vote of the holders of not less than a majority of the voting power of all shares of the voting stock, voting together as a single class, at any regular or special meeting of the shareowners (but only if notice of the proposed change be contained in the notice to the shareowners of the proposed action) or (ii) by the affirmative vote of not less than a majority of the members of the Board of Directors at any meeting of the Board of Directors at which there is a quorum present and voting; provided that any amendment inconsistent with Article II, Section 2, or Article III, Section 1, Section 2, Section 5, or Section 7, or Article XIV, Section 1 of the Bylaws, shall require, in the case of clause (i), the affirmative vote of the holders of not less than two-thirds of the voting power of all shares of the voting stock, or, in the case of clause (ii), the affirmative vote of directors constituting not less than two-thirds of the Board of Directors.

Amendment of Our Amended Certificate of Incorporation

This Certificate shall be subject to alteration, amendment or repeal, and new provisions thereof may be adopted by the affirmative vote of the holders of not less than a majority of the outstanding shares of voting stock, voting

together as a single class, at any regular or special meeting of the shareowners (but only if notice of the proposed change be contained in the notice to the shareowners of the proposed meeting). Notwithstanding the foregoing and in addition to any other requirements of applicable law, the alteration, amendment or repeal of, or the adoption of any provision inconsistent with, the Article Nine, Ten, Eleven or Twelve of the Certificate shall require the affirmative vote of the holders of not less than two-thirds of the voting power of all shares of the voting stock, voting together as a single class, at any regular or special meeting of the shareowners.

Shareowner Meetings

Our Certificate and Bylaws provide that except as otherwise required by law, if any, a special meeting of our shareowners may be called only by (i) the Chairman of our Board of Directors, or Vice Chairman in such officer's absence or incapacity, or by the chairman of the Nominating and Governance Committee in such officer's absence or incapacity or (ii) our Board of Directors pursuant to a resolution adopted by directors constituting not less than two-thirds of the Board of Directors.

No business other than that stated in the notice of a special meeting of shareowners shall be transacted at such special meeting.

Requirements for Advance Notification of Shareowner Nominations and Proposals

Our Bylaws establish an advance notice procedure for shareowner proposals to be brought before an annual meeting of our shareowners, including proposed nominations of persons for election to our Board of Directors. Shareowners at an annual meeting will only be able to consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of our Board of Directors or by a shareowner who was a shareowner of record on the record date for the meeting, who is entitled to vote at the meeting and who has given our Secretary timely written notice, in proper form, of the shareowner's intention to bring that business before the meeting. Although the Bylaws do not give our Board of Directors the power to approve or disapprove shareowner nominations of candidates or proposals regarding other business to be conducted at a special or annual meeting, the Bylaws may have the effect of precluding the conduct of certain business at a meeting if the proper procedures are not followed or may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of the Company.

Only such persons who are nominated in accordance with the procedures set forth in our Bylaws shall be eligible to serve as directors and only such business shall be conducted at a meeting of shareowners as shall have been brought before the meeting in accordance with the procedures set forth in our Bylaws. Except as otherwise required by our governing documents, the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed in accordance with the procedures set forth in our Bylaws and, if any proposed nomination or business is not in compliance with our Bylaws, to declare that such defective proposal or nomination shall be disregarded.

Delaware Anti-Takeover Law

Our Certificate subjects us to Section 203 of the DGCL.

In general, Section 203 of the DGCL prohibits a publicly-held Delaware corporation from engaging in a business combination with an interested shareowner for a period of three years following the date the person became an interested shareowner, unless the business combination or the transaction in which the person became an interested shareowner is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested shareowner. Generally, an "interested shareowner" is a person that together with affiliates and associates, owns or within three years prior to the determination of interested shareowner status, did own, 15% or more of a corporation's voting stock. This may have an anti-takeover effect with respect to transactions not approved in advance by our Board of Directors, including discouraging attempts that might result in a premium over the market price for the shares of our Common Stock.

No Cumulative Voting

Our Certificate and Bylaws do not provide for cumulative voting in the election of our Board of Directors.

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Section 3: EX-4.16 (EXHIBIT 4.16)

Exhibit 4.16

Description of Registrant's Debt Securities Registered Pursuant to Section 12 of the Securities and Exchange Act of 1934.

As of December 28, 2019, Kellogg Company (the "Company," "we," "our," and "us") had four series of debt securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The following description of our debt securities is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our indenture, dated May 21, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the "indenture") and Officers' Certificates incorporated by reference herein and as exhibits to our Annual Report on Form 10-K for the Year Ended December 28, 2019.

Description of Senior Notes

The following summarizes certain principal terms of our four series of notes (collectively, the "notes") registered under Section 12 of the Exchange Act and their related documents comprising their respective terms as filed with the Securities and Exchange Commission.

The notes are our senior unsecured obligations and rank equally in right of payment with all of our other senior unsecured indebtedness from time to time outstanding. The notes are effectively subordinated to all liabilities of our subsidiaries, including trade payables, and effectively subordinated to all secured obligations, to the extent of the assets that serve as security for those obligations.

1.750% Senior Notes due 2021

On May 23, 2014, we issued €500,000,000 aggregate principal amount of 1.750% senior notes due 2021 (the "2021 notes"), bearing an interest rate of 1.750% per annum and maturing on May 24, 2021, at 100% of their principal amount. The 2021 notes are listed on the New York Stock Exchange under the symbol "K 21."

Related Documents Incorporated by Reference

[Officers' Certificate of Kellogg Company \(with form of 1.750% Senior Notes due 2021\)](#)

1.250% Senior Notes due 2025

On March 9, 2015 we issued €600,000,000 aggregate principal amount of 1.250% senior notes due 2025 (the "2025 notes"), bearing an interest rate of 1.250% per annum and maturing on March 10, 2025, at 100% of their principal amount. The 2024 notes are listed on the New York Stock Exchange under the symbol "K 25."

Related Documents Incorporated by Reference

[Officers' Certificate of Kellogg Company \(with form of 1.250% Senior Notes due 2025\)](#)

1.000% Senior Notes due 2024

On May 19, 2016, we issued €600,000,000 aggregate principal amount of 1.000% senior notes due 2024 (the "2024 notes"), bearing an interest rate of 1.000% per annum and maturing on May 17, 2024, at 100% of their principal amount. The 2024 notes are listed on the New York Stock Exchange under the symbol "K 24."

Related Documents Incorporated by Reference

[Officers' Certificate of Kellogg Company \(with form of 1.000% Senior Notes due 2024\)](#)

0.800% Senior Notes due 2022

On May 17, 2017, we issued €600,000,000 aggregate principal amount of 0.800% senior notes due 2022 (the "2022 notes"), bearing an interest rate of 0.800% per annum and maturing on November 17, 2022. The 2022 notes are listed on the New York Stock Exchange under the symbol "K 22A."

Related Documents Incorporated by Reference

[Officers' Certificate of Kellogg Company \(with form of 0.800% Senior Notes due 2022\)](#)

Optional Redemption

Each series of notes may be redeemed at our option, at any time in whole or from time to time in part, at a redemption price equal to the greater of the following amounts (i) 100% of the principal amount of the notes being redeemed and (b) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed (not including any portion of any payments of interest accrued to the redemption date) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate (as defined in the applicable Officers' Certificate), plus (a) 15 basis points for the 2022 notes and the 2025 notes, (b) 18 basis points for the 2021 notes and (c) 20 basis points for the 2024 notes, in each case plus accrued and unpaid interest thereon notes to the redemption date.

Payment of Additional Amounts

We will, subject to the exceptions and limitations set forth below, pay as additional interest on the applicable series of notes such additional amounts as are necessary in order that the net payment by us or a paying agent of the principal of, and premium, if any, and interest on the applicable series of notes to a holder who is not a U.S. person (as defined below), after withholding or deduction for any future tax, assessment or other governmental charge imposed by the United States or a taxing authority in the United States, will not be less than the amount provided in the applicable series of notes to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:

- (1) to any tax, assessment or other governmental charge that would not have been imposed but for the holder (or the beneficial owner for whose benefit such holder holds such note), or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:
 - (a) being or having been engaged in a trade or business in the United States or having or having had a permanent establishment in the United States;
 - (b) having a current or former connection with the United States (other than a connection arising solely as a result of the ownership of the notes or the receipt of any payment or the enforcement of any rights thereunder), including being or having been a citizen or resident of the United States;
 - (c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation for U.S. federal income tax purposes or a corporation that has accumulated earnings to avoid U.S. federal income tax;
 - (d) being or having been a "10-percent shareholder" of the Company as defined in section 871(h)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision; or
 - (e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;
- (2) to any holder that is not the sole beneficial owner of the notes, or a portion of the notes, or that is a fiduciary, partnership or limited liability company, but only to the extent that a beneficial owner with respect to the holder, a beneficiary or settlor with respect to the fiduciary, or a beneficial owner or member of the partnership or limited liability company would not have been entitled to the payment of an additional

amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;

(3) to any tax, assessment or other governmental charge that would not have been imposed but for the failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the notes, if compliance is required by statute, by regulation of the United States or any taxing authority therein or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;

(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by us or a paying agent from the payment;

(5) to any tax, assessment or other governmental charge that would not have been imposed but for a change in law, regulation, or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;

(6) to any estate, inheritance, gift, sales, excise, transfer, wealth, capital gains or personal property tax or similar tax, assessment or other governmental charge;

(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal or interest on any note, if such payment can be made without such withholding by at least one other paying agent;

(8) to any tax, assessment or other governmental charge that would not have been imposed but for the presentation by the holder of any note, where presentation is required, for payment on a date more than 30 days after the date on which payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later;

(9) to any tax, assessment or other governmental charge that would not have been imposed or withheld but for the beneficial owner being a bank (i) purchasing the notes in the ordinary course of its lending business or (ii) that is neither (A) buying the notes for investment purposes only nor (B) buying the notes for resale to a third-party that either is not a bank or holding the notes for investment purposes only;

(10) to any tax, assessment or other governmental charge imposed under Sections 1471 through 1474 of the Code (or any amended or successor provisions), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, any intergovernmental agreement entered into in connection with the implementation of the foregoing and any fiscal or regulatory legislation, rules or practices adopted pursuant to any such intergovernmental agreement; or

(11) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8), (9) and (10).

As used under this heading “—Payment of Additional Amounts” and under the heading “—Redemption for Tax Reasons”, the term “United States” means the United States of America, the states of the United States, and the District of Columbia, and the term “U.S. person” means any individual who is a citizen or resident of the United States for U.S. federal income tax purposes, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia, or any estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

Redemption for Tax Reasons

If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any taxing authority in the United States), or any change in, or amendment to, an official position or judicial precedent regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after the respective issuance dates for the notes, we become or, based upon a written opinion of independent counsel selected by us, will become obligated to pay additional amounts as described under the heading “—Payment of Additional Amounts” with respect to the applicable series of notes, then we may at any time at our option redeem, in whole, but not in part, the notes on not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to 100% of their principal amount plus accrued and unpaid interest to the redemption date.

Repurchase at Option of Holders Upon Change of Control Repurchase Event

If a Change of Control Repurchase Event (as defined below) occurs, unless we have exercised our right to redeem the notes in whole as described above by giving notice of such redemption to the registered holders of the notes, we will make an offer to each holder of notes to repurchase all or any part (equal to €100,000 and integral multiples of €1,000 in excess thereof) of that holder’s notes at a repurchase price in cash equal to 101% of the aggregate principal amount of notes repurchased plus any accrued and unpaid interest on the notes repurchased to the date of repurchase. Within 30 days following any Change of Control Repurchase Event or, at our option, prior to any Change of Control (as defined below), but after the public announcement of an impending Change of Control, we will mail or provide a notice to each holder, with a copy to the trustee, describing the transaction or transactions that constitute or may constitute the Change of Control Repurchase Event and offering to repurchase notes on the payment date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed or made. The notice shall, if mailed or made prior to the date of consummation of the Change of Control, state that the offer to repurchase is conditioned on the Change of Control Repurchase Event occurring on or prior to the payment date specified in the notice.

We will comply with the requirements of Rule 14e-1 under the Exchange Act, and any other securities laws and regulations thereunder, to the extent those laws and regulations are applicable in connection with the repurchase of the notes as a result of a Change of Control Repurchase Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control Repurchase Event provisions of the notes, we will comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control Repurchase Event provisions of the notes by virtue of such conflict.

On the Change of Control Repurchase Event payment date, we will, to the extent lawful:

- accept for payment all notes or portions of notes properly tendered pursuant to our offer;
- deposit with the paying agent an amount equal to the aggregate purchase price in respect of all notes or portions of notes properly tendered; and
- deliver or cause to be delivered to the trustee the notes properly accepted, together with an officers’ certificate stating the aggregate principal amount of notes being purchased by us.

Definitions

“Below Investment Grade Rating Event” occurs if both the rating on the notes of the applicable series is lowered by each of the Rating Agencies and such notes are rated below Investment Grade by each of the Rating Agencies on any date from the date of the public notice of an arrangement that could result in a Change of Control until the end of the 60-day period following public notice of the occurrence of a Change of Control (which period shall be extended so long as the rating of such notes is under publicly announced consideration for possible downgrade by any of the Rating Agencies); provided that a Below Investment Grade Rating Event otherwise arising by virtue of a particular reduction in rating shall not be deemed to have occurred in respect of a particular Change of Control (and thus shall not be deemed a Below Investment Grade Rating Event for purposes of the definition of Change of Control Repurchase Event hereunder) if any of the Rating Agencies making the reduction in rating to which this definition would otherwise apply does not announce or publicly confirm or inform the trustee in writing that the reduction was the result, in whole or in part, of any event or circumstance comprised of or arising as a

result of, or in respect of, the applicable Change of Control (whether or not the applicable Change of Control shall have occurred at the time of the Below Investment Grade Rating Event).

“Change of Control” means the occurrence of any of the following:

- (1) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of our properties or assets and those of our subsidiaries taken as a whole to any “person” (as that term is used in Section 13(d)(3) of the Exchange Act), other than us or one of our subsidiaries;
- (2) the adoption of a plan relating to our liquidation or dissolution;
- (3) the first day on which a majority of the members of our Board of Directors are not Continuing Directors; or
- (4) the consummation of any transaction or series of related transactions (including, without limitation, any merger or consolidation) the result of which is that any “person” (as that term is used in Section 13(d)(3) of the Exchange Act), other than us or one of our wholly-owned subsidiaries, becomes the beneficial owner, directly or indirectly, of more than 50% of the then outstanding shares of our Voting Stock, measured by voting power rather than number of shares.

The definition of Change of Control includes a phrase relating to the direct or indirect sale, lease, transfer, conveyance or other disposition of “all or substantially all” of our properties or assets and those of our subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase “substantially all” there is no precise established definition of the phrase under applicable law. Accordingly, the ability of a holder of notes to require us to repurchase its notes as a result of a sale, lease, transfer, conveyance or other disposition of less than all of our properties and assets of those of our subsidiaries taken as a whole to another person or group may be uncertain.

“Change of Control Repurchase Event” means the occurrence of both a Change of Control and a Below Investment Grade Rating Event.

“Continuing Directors” means, as of any date of determination, any member of our Board of Directors who (1) was a member of such Board of Directors on the date of the issuance of the notes; or (2) was nominated for election or elected to such Board of Directors with the approval of a majority of the Continuing Directors who were members of such Board of Directors at the time of such nomination or election (either by a specific vote or by approval of our proxy statement in which such member was named as a nominee for election as a director).

“Fitch” means Fitch Ratings.

“Investment Grade” means a rating of BBB- or better by Fitch (or its equivalent under any successor rating categories of Fitch), Baa3 or better by Moody’s (or its equivalent under any successor rating categories of Moody’s) and a rating of BBB- or better by S&P (or its equivalent under any successor rating categories of S&P) or the equivalent investment grade credit rating from any additional Rating Agency or Rating Agencies selected by us.

“Moody’s” means Moody’s Investors Service Inc.

“Rating Agency” means (1) each of Fitch, Moody’s and S&P; and (2) if any of Fitch, Moody’s or S&P ceases to rate the notes or fails to make a rating of the notes publicly available for reasons outside of our control, a “nationally recognized statistical rating organization” within the meaning of Section 3(a)(62) of the Exchange Act, selected by us as a replacement agency for Fitch, Moody’s or S&P, as the case may be.

“S&P” means S&P Global Ratings, a division of S&P Global, Inc.

“Voting Stock” means, with respect to any person, capital stock of any class or kind the holders of which are ordinarily, in the absence of contingencies, entitled to vote for the election of directors (or persons performing

similar functions) of such person, even if the right so to vote has been suspended by the happening of such a contingency.

Certain Indenture Provisions

Related Documents Incorporated by Reference

[Indenture, dated as of May 21, 2009, between Kellogg Company and The Bank of New York Mellon Trust Company, N.A.](#)

Each series of outstanding notes was issued under, and is subject to, the indenture. The following summarizes certain principal terms of the indenture.

The indenture does not limit the amount of notes, debentures or other evidences of indebtedness that we may issue under the indenture and provides that notes, debentures or other evidences of indebtedness may be issued from time to time in one or more series.

Covenants

The indenture contains, among others, the covenants described below, which, unless otherwise described in an applicable prospectus supplement, will apply to all debt securities. The indenture permits us to delete or modify the following covenants with respect to any series of debt securities we issue, and also add to the following covenants with respect to any such series. Except as described in this prospectus, there are no covenants or other provisions which would offer protection to security holders in the event of a highly leveraged transaction, rating downgrade or similar occurrence.

Limitations on Liens

Under the indenture, if we or any of our Restricted Subsidiaries (as defined below) incur debt that is secured by a Principal Property (as defined below) or stock or debt of a Restricted Subsidiary, we must secure the debt securities that we issue under the indenture at least equally and ratably with the secured debt.

The foregoing restriction shall not apply to:

- mortgages on property, shares of stock or indebtedness (referred to in this prospectus as “property”) of any corporation existing at the time the corporation becomes a Restricted Subsidiary;
- mortgages existing at the time of an acquisition;
- purchase money and construction mortgages which are entered into or for which commitments are received within a certain time period;
- mortgages in our favor or in favor of a Restricted Subsidiary;
- mortgages on property owned or leased by us or a Restricted Subsidiary in favor of a governmental entity or in favor of the holders of debt securities issued by any such entity, pursuant to any contract or statute (including mortgages to secure debt of the pollution control or industrial revenue bond type) or to secure any indebtedness incurred for the purpose of financing all or any part of the purchase price or the cost of construction of the property subject to the mortgages;
- mortgages existing at the date of the indenture;
- certain landlords' liens;
- mortgages to secure partial, progress, advance or other payments or any debt incurred for the purpose of financing all or part of the purchase price or cost of construction, development or

substantial repair, alteration or improvement of the property subject to such mortgage if the commitment for such financing is obtained within one year after completion of or the placing into operation of such constructed, developed, repaired, altered or improved property;

- mortgages arising in connection with contracts with or made at the request of governmental entities;
- mechanics' and similar liens arising in the ordinary course of business in respect of obligations not due or being contested in good faith;
- mortgages arising from deposits with or the giving of any form of security to any governmental authority required as a condition to the transaction of business or exercise of any privilege, franchise or license;
- mortgages for taxes, assessments or governmental charges or levies which, if delinquent, are being contested in good faith;
- mortgages (including judgment liens) arising from legal proceedings being contested in good faith; or
- any extension, renewal or replacement of these categories of mortgages.

However, if the total amount of our secured debt and the present value of any remaining rent payments for certain sale and leaseback transactions involving a Principal Property would not exceed 10% of our total assets, this requirement does not apply.

Sale and Leaseback

The indenture provides that we will not enter, nor will we permit any Restricted Subsidiary to enter, into a sale and leaseback transaction of any Principal Property (except for temporary leases for a term of not more than three years and except for leases between us and a Restricted Subsidiary or between Restricted Subsidiaries) unless: (a) we or such Restricted Subsidiary would be entitled to issue, assume or guarantee debt secured by the property involved at least equal in amount to the Attributable Debt (as defined below) in respect of such transaction without equally and ratably securing the debt securities issued pursuant to the indenture (provided that such Attributable Debt shall thereupon be deemed to be debt subject to the provisions of the preceding paragraph), or (b) an amount in cash equal to such Attributable Debt is applied to the non-mandatory retirement of our long-term non-subordinated debt or long-term debt of a Restricted Subsidiary. Attributable Debt is defined as the present value (discounted at an appropriate rate) of the obligation of a lessee for rental payments during the remaining term of any lease.

Merger, Consolidation or Sale of Assets

Under the indenture, if, as a result of any consolidation or merger of Kellogg or any Restricted Subsidiary with or into any other corporation, or upon any sale, conveyance or lease of substantially all the properties of Kellogg or any Restricted Subsidiary, any Principal Property or any shares of stock or indebtedness of any Restricted Subsidiary becomes subject to a mortgage, pledge, security interest or other lien or encumbrance, we will effectively provide that the debt securities issued pursuant to the indenture shall be secured equally and ratably by a direct lien on such Principal Property, shares of stock or indebtedness. The lien should be prior to all liens other than any liens already existing on the Principal Property, so long as the Principal Property, shares of stock or indebtedness are subject to the mortgage, security interest, pledge, lien or encumbrance.

Defined Terms

The following are certain key definitions used in the indenture.

The term "Subsidiary" is defined to mean any corporation which is consolidated in our accounts and any corporation of which at least a majority of the outstanding stock having voting power under ordinary

circumstances to elect a majority of the board of directors of that corporation is at the time owned or controlled solely by us or in conjunction with or by one or more Subsidiaries.

The term "Restricted Subsidiary" is defined to mean any Subsidiary:

- substantially all of the property of which is located within the continental United States,
- which owns a Principal Property, and
- in which our investment exceeds 1% of our consolidated assets as shown on our latest quarterly financial statements.

However, the term "Restricted Subsidiary" does not include any Subsidiary which is principally engaged in certain types of leasing and financing activities.

The term "Principal Property" is defined to mean any manufacturing plant or facility which is located within the continental United States and is owned by us or any Restricted Subsidiary. Our board of directors (or any duly authorized committee of the board of directors) by resolution may create an exception by declaring that any such plant or facility, together with all other plants and facilities previously so declared, is not of material importance to the total business conducted by us and our Restricted Subsidiaries as an entirety.

The term "Outstanding," when used with respect to debt securities, means, as of the date of determination, all debt securities authenticated and delivered by the trustee under the indenture, except:

- debt securities cancelled by the trustee or delivered to the trustee for cancellation;
- debt securities, or portions thereof, for whose payment or redemption money in the necessary amount and in the specified currency has been deposited with the indenture trustee or any paying agent (other than Kellogg) in trust or set aside and segregated in trust by Kellogg (if Kellogg shall act as its own paying agent) for the holders of such debt securities and, if such debt securities are to be redeemed, notice of such redemption has been given according to the indenture or provisions satisfactory to the trustee have been made; and
- debt securities which have been paid pursuant to the indenture or in exchange for or in lieu of which other debt securities have been authenticated and delivered pursuant to the indenture, other than any debt securities in respect of which there shall have been presented to the trustee proof satisfactory to it that such debt securities are held by a *bona fide* purchaser in whose hands such debt securities are valid obligations of Kellogg.

The indenture provides that in determining whether the holders of the requisite aggregate principal amount of the outstanding debt securities have concurred in any direction, consent or waiver under the indenture, debt securities which are owned by us or any other obligor upon the debt securities or any affiliate of Kellogg or such other obligor shall be disregarded and deemed not to be outstanding, except that, in determining whether the trustee shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only debt securities which a responsible officer of the trustee knows to be so owned shall be so disregarded.

Events of Default

An Event of Default with respect to any series of debt securities is defined as:

- a default for 30 days in payment of interest on any security of that series;
- a default in payment of principal (or premium, if any) on any security of that series as and when the same becomes due either upon maturity, by declaration or otherwise;

- a default by us in the performance of any of the other covenants or agreements in the indenture relating to the debt securities of that series which shall not have been remedied within a period of 90 days after notice by the trustee or holders of at least 25% in aggregate principal amount of the debt securities of that series then outstanding; and
- certain events of bankruptcy, insolvency or reorganization of Kellogg. The indenture provides that the trustee shall, with certain exceptions, notify the holders of the debt securities of Events of Default known to it and affecting that series within 90 days after the occurrence of the Event of Default.

The indenture provides that if an Event of Default with respect to any series of debt securities shall have occurred and is continuing, either the trustee or the holders of at least 25% in aggregate principal amount of the debt securities of the relevant series then outstanding may declare the principal amount of all of the debt securities of that series to be due and payable immediately. However, upon certain conditions such declaration may be annulled and past uncured defaults may be waived by the holders of a majority in principal amount of the debt securities of that series then outstanding.

Subject to the provisions of the indenture relating to the duties of the trustee in case an Event of Default shall occur and be continuing, the indenture trustee shall be under no obligation to exercise any of the rights or powers in the indenture at the request or direction of any of the holders of the debt securities, unless the holders shall have offered to the trustee reasonable security or indemnity. Subject to the provisions for security or indemnification and certain limitations contained in the indenture, the holders of a majority in principal amount of the outstanding debt securities of any series affected by an Event of Default shall have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee under the indenture or exercising any trust or power conferred on the trustee with respect to the debt securities of that series. The indenture requires the annual filing by us with the trustee of a certificate as to compliance with certain covenants contained in the indenture.

No holder of any security of any series will have any right to institute any proceeding with respect to the indenture or for any remedy thereunder, unless the holder shall have previously given the trustee written notice of an Event of Default with respect to the debt securities and also the holders of at least 25% in aggregate principal amount of the outstanding debt securities of the relevant series shall have made written request, and offered reasonable indemnity, to the trustee to institute such proceeding as trustee, and the trustee shall not have received from the holders of a majority in aggregate principal amount of the outstanding debt securities of that series a direction inconsistent with such request and shall have failed to institute such proceeding within 60 days. However, any right of a holder of any security to receive payment of the principal of (and premium, if any) and any interest on such security on or after the due dates expressed in such security and to institute suit for the enforcement of any such payment on or after such dates shall not be impaired or affected without the consent of such holder.

Governing Law

The indenture provides that it and the notes be governed by, and construed in accordance with, the laws of the State of New York.

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Section 4: EX-21.01 (EXHIBIT 21.01)

Exhibit 21.01

KELLOGG COMPANY SUBSIDIARIES (COMMON STOCK OWNERSHIP)

Kellogg Company Subsidiaries

545 LLC
 Afical - Industria e Comercio de Alimentos Ltda
 Afical Holding LLC
 Alimentos Gollek S.A.
 Alimentos Kellogg de Panama SRL
 Alimentos Kellogg, S.A.
 AQFTM, Inc.
 Argkel, Inc.

State or Other Jurisdiction of Incorporation

Delaware
 Brazil
 Delaware
 Venezuela
 Panama
 Venezuela
 Delaware
 Delaware

Austin Quality Foods, Inc.	Delaware
BDH, Inc.	Delaware
Bear Naked, Inc.	Delaware
Bisco Misr*	Egypt
Canada Holding LLC	Delaware
Cary Land Corporation	North Carolina
CC Real Estate Holdings, LLC	Michigan
Eighteen94 Capital, LLC	Delaware
Favorite Food Products Limited	United Kingdom
Gardenburger, LLC	Delaware
Gollek Argentina S.R.L.	Argentina
Gollek B.V.	Netherlands
Gollek Inc.	Delaware
Gollek Interamericas, S. de R.L. de C.V.	Mexico
Gollek Servicios, S.C.	Mexico
Gollek UK Limited	United Kingdom
Illinois Baking Corporation	Delaware
Instituto De Nutricion y Salud Kellogg A.C.	Mexico
Insurgent Brands LLC	Illinois
K (China) Limited	Delaware
K Europe Holding Company Limited	United Kingdom
K India Private Limited	Delaware
Kashi Company	California
Kashi Company Pty Ltd	Australia
Kashi Sales, L.L.C.	Delaware
KBAR SRL	Barbados
KECL, LLC	Delaware
Keebler Company	Delaware
Keebler Foods Company	Delaware
Keebler Holding Corp.	Georgia
Keebler USA, Inc.	Delaware
Kelarg, Inc.	Delaware
Kelcone Limited	United Kingdom
Kelcorn Limited	United Kingdom

Kellogg Company Subsidiaries

KELF Limited
Kellman, S. de R.L. de C.V.
Kellogg (Aust.) Pty. Ltd.
Kellogg (Deutschland) GmbH
Kellogg (Japan) G.K.
Kellogg (Osterreich) Gesellschaft GmbH
Kellogg (Schweiz) GmbH
Kellogg (Thailand) Limited
Kellogg (Thailand) Limited
Kellogg Activation Services Company
Kellogg Argentina S.R.L.
Kellogg Asia Inc.
Kellogg Asia Marketing Inc.
Kellogg Asia Pacific Pte. Ltd.
Kellogg Asia Products Sdn.. Bhd.
Kellogg Asia Sdn. Bhd.
Kellogg Australia Holdings Pty. Ltd.
Kellogg Belgium Services Company BVBA
Kellogg Brasil Ltda.
Kellogg Brasil, Inc.
Kellogg Business Services Company
Kellogg Canada Inc.
Kellogg Caribbean Inc.
Kellogg Caribbean Services Company, Inc.
Kellogg Chile Inc.
Kellogg Company East Africa Limited
Kellogg Company Mexico, S. de R.L. de C.V.
Kellogg Company of Great Britain Limited
Kellogg Company of Ireland Limited
Kellogg Company of South Africa (Pty.) Ltd.
Kellogg Costa Rica S. de R.L.
Kellogg de Centro America, S.A.
Kellogg de Colombia, S.A.
Kellogg de Mexico, S. de R.L. de C.V.
Kellogg de Peru S.R.L.
Kellogg Ecuador C. LTDA.
Kellogg El Salvador, Ltda. de C.V.
Kellogg España, S.L.
Kellogg Europe Company Limited
Kellogg Europe Finance Limited
Kellogg Europe Services Limited
Kellogg Europe Trading Limited
Kellogg Europe Treasury Services Limited
Kellogg European Logistics Services Company Limited
Kellogg European Support Services SRL
Kellogg Fearn, Inc.
Kellogg Funding Company, LLC
Kellogg Group Limited
Kellogg Group S.a.r.l.
Kellogg Group, LLC
Kellogg Hellas Single Member Limited Liability Company

State or Other Jurisdiction of Incorporation

United Kingdom
Mexico
Australia
Germany
Japan
Austria
Switzerland
Thailand
Delaware
Belgium
Argentina
Delaware
Delaware
Singapore
Malaysia
Malaysia
Australia
Belgium
Brazil
United States
United States
Canada
Delaware
Puerto Rico
Delaware
Kenya
Mexico
United Kingdom
Ireland
Republic of South Africa
Costa Rica
Guatemala
Colombia
Mexico
Peru
Ecuador
El Salvador
Spain
Bermuda
Ireland
Ireland
Ireland
Ireland
Ireland
Romania
Michigan
Delaware
United Kingdom
Luxembourg
Delaware
Greece

Kellogg Company Subsidiaries

Kellogg Holding Company Limited
Kellogg Holding, LLC
Kellogg Hong Kong Holding Company Limited
Kellogg Hong Kong Private Limited
Kellogg India Private Limited
Kellogg International Holding Company
Kellogg Irish Holding Limited
Kellogg Italia S.p.A.
Kellogg Italia S.p.A.
Kellogg Kayco
Kellogg Latin America Holding Company (One) Limited
Kellogg Latin America Holding Company (Two) Limited
Kellogg Latvia, Inc.
Kellogg Lux I S.ar.l.
Kellogg Lux III S. ar L.
Kellogg Lux V S.a.r.l.
Kellogg Lux VI S.ar.l.
Kellogg Management Services (Europe) Limited
Kellogg Manchester Limited
Kellogg Manufacturing España, S.L.
Kellogg Marketing and Sales Company (UK) Limited
Kellogg Med Gida Ticaret Limited Sirketil
Kellogg Netherlands Holding B.V.
Kellogg North America Company
Kellogg Northern Europe GmbH
Kellogg Pakistan (Private) Limited
Kellogg Rus LLC
Kellogg Sales Company
Kellogg Services GmbH
Kellogg Services GmbH
Kellogg Servicios, S.C.
Kellogg Snacks Financing Limited
Kellogg Snacks Holding Company Europe Limited
Kellogg Superannuation Pty. Ltd.
Kellogg Supply Services (Europe) Limited
Kellogg Talbot, LLC
Kellogg Transition MA&P L.L.C.
Kellogg Treasury Services Company
Kellogg U.K. Holding Company Limited
Kellogg UK Minor Limited
Kellogg USA LLC
Kellogg's Produits Alimentaires, S.A.S.
Kellmill Limited
Kelpac Limited
KJAL Limited
Klux A Sarl
Klux B Sarl
K-One Inc.
KPAR Limited
KT International Finance SRL
KTRY Limited

State or Other Jurisdiction of Incorporation

Bermuda
Delaware
United Kingdom
Hong Kong
India
Delaware
Ireland
Delaware
Italy
Cayman Islands
United Kingdom
United Kingdom
Delaware
Luxembourg
Luxembourg
Luxembourg
Luxembourg
United Kingdom
United Kingdom
Spain
United Kingdom
Turkey
Netherlands
Delaware
Germany
Pakistan
Russian Federation
Delaware
Austria
Germany
Mexico
Ireland
Ireland
Australia
United Kingdom
Delaware
Delaware
Delaware
United Kingdom
United Kingdom
Michigan
France
United Kingdom
United Kingdom
United Kingdom
Luxembourg
Luxembourg
United States
United Kingdom
Barbados
Bermuda

Kellogg Company Subsidiaries

K-Two Inc.
 Mass Food International SAE
 Mass Food SAE
 Mass Trade for Trade and Distribution SAE
 McCamly Plaza Hotel Inc.
 Multipro Consumer Products Limited*
 Multipro Private Limited*
 Multipro Singapore Pte. Ltd*
 Nhung Shim Kellogg Co. Ltd.*
 Nikko Industries*
 Nordisk Kellogg's ApS
 Padua Ltda
 Parati Industria e Comercio de Alimentos Ltda
 Portable Foods Manufacturing Company Limited
 Prime Bond Cyprus Holding Company Limited
 Prime Bond Holdings Limited
 Pringles (Shanghai) Food Co. Ltd.
 Pringles Australia Pty Ltd
 Pringles Hong Kong Limited
 Pringles International Operations Sarl
 Pringles Japan G.K.
 Pringles LLC
 Pringles Manufacturing Company
 Pringles Overseas Holdings Sarl
 Pringles S.a r.l.
 Pronumex, S de R.L. de C.V.
 PRUX S.a r.l.
 Rondo Food Manufacturing S.A.E.
 RX Bar UK Limited
 RXBRANDS Canada ULC
 Saragusa Frozen Foods Limited
 Servicios Argkel, S.C.
 Shaffer, Clarke & Co., Inc.
 Specialty Cereals Pty Limited
 Specialty Foods L.L.C.
 Stretch Fibres*
 Stretch Island Fruit Sales L.L.C.
 Sunshine Biscuits, L.L.C.
 The Eggo Company
 The Healthy Snack People Pty Limited
 Trafford Park Insurance Limited
 Uma Investments sp. z o.o.
 Vita+ Naturprodukte GmbH*
 Wimble Manufacturing Belgium BVBA
 Wimble Services Belgium BVBA
 Worthington Foods, Inc.

State or Other Jurisdiction of Incorporation

Delaware
 Egypt
 Egypt
 Egypt
 Delaware
 Nigeria
 Ghana
 Singapore
 South Korea
 Nigeria
 Denmark
 Brazil
 Brazil
 United Kingdom
 Cyprus
 Cyprus
 China
 Australia
 Hong Kong
 Switzerland
 Japan
 Delaware
 Delaware
 Switzerland
 Luxembourg
 Mexico
 Luxembourg
 Egypt
 United Kingdom
 Nova Scotia
 United Kingdom
 Mexico
 Delaware
 Australia
 Delaware
 Nigeria
 Delaware
 Delaware
 Delaware
 Australia
 Bermuda
 Poland
 Austria
 Belgium
 Belgium
 Ohio

*Indicates a non-wholly owned subsidiary of the registrant.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-230920, 333-224539, and 333-72312) and the Registration Statements on Form S-8 (Nos. 333-56536, 333-88162, 333-109234, 333-109235, 333-109238, 333-158824, 333-158826, 333-188222, 333-189638, and 333-217769) of Kellogg Company of our report dated February 24, 2020 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
February 24, 2020

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Section 6: EX-24.01 (EXHIBIT 24.01)

Exhibit 24.01

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 28, 2019 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

/s/ Stephanie A. Burns
Stephanie A. Burns

Dated: February 21, 2020

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 28, 2019 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

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/s/ Carter A. Cast
Carter A. Cast

Dated: February 21, 2020

POWER OF ATTORNEY

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/s/ Richard W. Dreiling
Richard W. Dreiling

Dated: February 21, 2020

POWER OF ATTORNEY

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/s/ Roderick D. Gillum
Roderick D. Gillum

Dated: February 21, 2020

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 28, 2019 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

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/s/ Zachary Gund
Zachary Gund

Dated: February 21, 2020

POWER OF ATTORNEY

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/s/ James M. Jenness
James M. Jenness

Dated: February 21, 2020

POWER OF ATTORNEY

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Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

/s/ Donald R. Knauss
Donald R. Knauss

Dated: February 21, 2020

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 28, 2019 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

/s/ Mary A. Laschinger
Mary A. Laschinger

Dated: February 21, 2020

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 28, 2019 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

/s/ Erica L Mann
Erica L. Mann

Dated: February 21, 2020

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 28, 2019 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

/s/ La June Montgomery Tabron
La June Montgomery Tabron

Dated: February 21, 2020

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 28, 2019 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

/s/ Carolyn M. Tastad
Carolyn M. Tastad

Dated: February 21, 2020

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Section 7: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATION

I, Steven A. Cahillane, certify that:

1. I have reviewed this annual report on Form 10-K of Kellogg Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Steven A. Cahillane
Name: Steven A. Cahillane
Title: Chairman and Chief Executive Officer

Date: February 24, 2020

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Section 8: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

CERTIFICATION

I, Amit Banati, certify that:

1. I have reviewed this annual report on Form 10-K of Kellogg Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Amit Banati
Name: Amit Banati
Title: Senior Vice President and Chief Financial Officer

Date: February 24, 2020

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Section 9: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

SECTION 1350 CERTIFICATION

I, Steven A. Cahillane, President and Chief Executive Officer, Kellogg Company, hereby certify, on the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that

- (1) the Annual Report on Form 10-K of Kellogg Company for the period ended December 28, 2019 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Kellogg Company.

/s/ Steven A. Cahillane
Name: Steven A. Cahillane
Title: Chairman and Chief Executive Officer

A signed copy of this original statement required by Section 906 has been provided to Kellogg Company and will be retained by Kellogg Company and furnished to the Securities and Exchange Commission or its staff on request.

Date: February 24, 2020

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Section 10: EX-32.2 (EXHIBIT 32.2)

Exhibit 32.2

SECTION 1350 CERTIFICATION

I, Amit Banati, Senior Vice President and Chief Financial Officer, Kellogg Company, hereby certify, on the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that

- (1) the Annual Report on Form 10-K of Kellogg Company for the period ended December 28, 2019 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Kellogg Company.

/s/ Amit Banati
Name: Amit Banati
Title: Senior Vice President and Chief Financial Officer

A signed copy of this original statement required by Section 906 has been provided to Kellogg Company and will be retained by Kellogg Company and furnished to the Securities and Exchange Commission or its staff on request.

Date: February 24, 2020

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