



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

Kellogg Company equity incentive plans relating to Kellogg Company shares

Supplement to the Prospectus

Supplement to the prospectus (initially approved by the Belgian Financial Services and Markets Authority on March 26, 2013 (the “Prospectus”)) for the employees of the European Economic Area (“EEA”) (direct or indirect) subsidiaries of Kellogg Company, prepared pursuant to Article 23 of the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market.

This supplement to the Prospectus was prepared pursuant to Article 34 of the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market and approved by the Belgian Financial Services and Markets Authority on May 7, 2013.

This supplement to the Prospectus was established by the issuer and the issuer is responsible for this supplement to the Prospectus. This supplement to the Prospectus has been approved in connection with the operation proposed to the investors. The approval represents neither an assessment of the transaction’s opportunity or quality nor the authentication of the financial and accounting information presented or more generally the issuer’s position, by the Belgian Financial Services and Markets Authority.

This supplement to the Prospectus will be made available together with the Prospectus to the employees of the (direct or indirect) EEA subsidiaries of Kellogg Company if the offerings under the respective equity incentive plans are considered public offerings in their respective jurisdiction. At the time of the approval of this supplement to the Prospectus, these jurisdictions are Belgium, Ireland and the United Kingdom. This supplement to the Prospectus will be made available on the intranet of Kellogg Company and free paper copies will be available to the employees upon request by contacting the Human Resources Departments of their employers. For participants to the Belgian Plan, this supplement to the prospectus will also be made available on the respective plan website at Computershare, the current stock plan administrator of the Belgian Plan. For participants to the UK Plan and for participants to the Irish Plan, this supplement to the prospectus will also be made available on the respective plan website at Capita, the current stock plan administrator of both the UK Plan and the Irish Plan. This supplement to the Prospectus must be read together with the Prospectus approved on March 26, 2013.

Company responsible for this supplement to the Prospectus

The responsibility for this supplement to the Prospectus is assumed by Kellogg Company, a company incorporated and existing under the laws of the State of Delaware, U.S.A., with its principal executive offices at One Kellogg Square, Battle Creek, Michigan 49016-3599, U.S.A., represented by its Board of Directors. Kellogg Company ensures, having taken all reasonable care, that the information contained in this supplement to the Prospectus is, to the best of its knowledge, in accordance with the facts and that the supplement to the Prospectus does not contain omissions likely to affect the import of the supplement to the Prospectus.

Following the shareholders' decision to approve the Kellogg Company 2013 Long-Term Incentive Plan on April 26, 2013, the Kellogg Company Sub-Plan to the 2009 Long-Term Incentive Plan for Participants in Belgium is replaced by the Kellogg Company Sub-Plan to the 2013 Long-Term Incentive Plan for Participants in Belgium (referred to hereafter as the "Belgian Plan"). Consequently, the following amendments to the Prospectus and the list of exhibits to the Prospectus must be made.

1. AMENDMENTS TO THE PROSPECTUS

(i) Page 5 of the Prospectus

"Kellogg Company Sub-Plan to the 2009 Long-Term Incentive Plan for Participants in Belgium, and the Kellogg Company 2009 Long-Term Incentive Plan" is replaced by the following text:

"Kellogg Company Sub-Plan to the 2013 Long-Term Incentive Plan for Participants in Belgium, and the Kellogg Company 2013 Long-Term Incentive Plan".

"Tax and Social Security Consequences of Participation in the Kellogg Company Sub-Plan to the 2009 Long-Term Incentive Plan for Participants in Belgium, the Kellogg UK Share Incentive Plan for Participants in the UK and the Kellogg (Ireland) Employee Share Ownership Plan for participants in Ireland" is replaced by the following text:

"Tax and Social Security Consequences of Participation in the Kellogg Company Sub-Plan to the 2013 Long-Term Incentive Plan for Participants in Belgium, the Kellogg UK Share Incentive Plan for Participants in the UK and the Kellogg (Ireland) Employee Share Ownership Plan for participants in Ireland"

(ii) Section I, A.1., *General information*

The first bullet point of the first paragraph on page 7 of the Prospectus is replaced by the following text:

- "The Kellogg Company Sub-Plan to the 2013 Long-Term Incentive Plan for Participants in Belgium (the "Belgian Plan");"

(iii) Section I, A.1., *Background and Purpose*

The text under the respective heading on page 7 of the Prospectus is entirely replaced by the following text:

"The Belgian Plan is authorized by the Compensation Committee of Kellogg, and is a sub-plan of the 2013 Long Term Incentive Plan (the "LTIP"), which was adopted by the Company's Board of Directors on February 22, 2013 and was approved by the Company's shareholders on April 26, 2013. The purpose of the Belgian Plan is to provide an opportunity for the eligible employees of certain of the Company's Belgian subsidiaries and affiliates to purchase Shares through payroll deductions and thereby have an additional incentive to contribute to the Company's success. The aggregate number of Shares that may be issued and sold under the LTIP is 22,000,000, subject to proportionate adjustment in the event of stock splits and similar events."

(iv) Section I, A.1., *Offering Periods and Payroll Deductions*

The first section under the respective heading on page 8 of the Prospectus is replaced by the following text:

"There will be monthly "Offering Periods" for the purchase of Shares under the Belgian Plan. The first business day of each Offering Period is an "Offering Date" and the last day of an Offering Period, or if this is not a business day, the first following business day, is an "Acquisition Date". The first Offering Period

for the Eligible Employees in Belgium began on April 19, 2013 and ends on May 18, 2013. Subsequent Offering Periods run consecutively following the expiration of the preceding Offering Period."

(v) Section I., A.1., *Grant of Restricted Shares*

In the first section, the last word, "granted", is replaced by "allocated".

(vi) Section I., A.1., *Corporate Transactions*

The text under the respective heading on page 10 of the Prospectus is entirely replaced by the following text:

"In the event of the proposed dissolution or liquidation of the Company, any Offering Period then in progress will terminate immediately prior to the consummation of such proposed action, unless otherwise provided by the Committee. If a Belgian Plan Participant's participation in the Belgian Plan is terminated pursuant to the preceding sentence, the contributions then credited to such Belgian Plan Participant's Cash Account will be paid to him or her in cash without interest. In the event of a change in control as defined in Section 14 of the LTIP, unless otherwise determined by the Committee, the Belgian Plan shall be assumed or substituted by the successor corporation or a parent or subsidiary of such successor corporation, or, if not so assumed or substituted, the Offering Period then in progress shall be shortened and the Board (or its delegate) shall set a new Acquisition Date (the "New Acquisition Date"). The New Acquisition Date shall be on or before the date of consummation of the transaction and the Committee (or its delegate) shall notify each Belgian Plan Participant in writing, at least ten (10) days prior to the New Acquisition Date, that the Acquisition Date has been changed to the New Acquisition Date, unless prior to such date he or she has withdrawn from the Offering Period.

The treatment of Restricted Shares in the event of a change in control as defined in Section 14 of the LTIP shall be as set forth in the LTIP, except that contrary to Section 14.1.2. of the LTIP, the restrictions applicable to Restricted Shares granted under the Belgian Plan shall not lapse in the event of a change in control as defined in Section 14 of the LTIP (unless the Committee (or its delegate) decides otherwise)."

(vii) Section I., B.4., *Executive Committee and Other Executive Officers (as per February 26, 2013)*

The title is entirely replaced by the following text: "*Executive Committee and Other Executive Officers (as per April 8, 2013)*".

The table is entirely replaced by the table below:

<i>Name</i>	<i>Function</i>
Jim Jenness	Chairman of the Board
John Bryant	President and Chief Executive Officer
Brad Davidson	Senior Vice President, President Kellogg North America
Ron Dissinger	Chief Financial Officer
Alistair Hirst	Senior Vice President, Global Supply Chain
Sammie Long	Senior Vice President, Global Human Resources
Paul Norman	Senior Vice President; President, Kellogg International
Gary Pilnick	Senior Vice President, General Counsel, Corporate Development and Secretary
Maribeth A. Dangel	Vice President, Corporate Controller

(viii) Section I., C.4., *Risk factors*

The first sentence of the third paragraph is replaced as follows: "The risks related to the Company's business, that may affect its future results, can be found in the Company's Annual Report on Form 10-K (Exhibit IV), and are summarized as follows:"

2. AMENDMENT TO THE LIST OF EXHIBITS (PAGE 5 OF THE PROSPECTUS) AND TO THE EXHIBITS

“Exhibit I” will be replaced by the following: “Exhibit I - Kellogg Company Sub-Plan to the 2013 Long Term Incentive Plan for Participants in Belgium, and the Kellogg Company 2013 Long-Term Incentive Plan”. For ease of reference, an overview of the new list of exhibits is reflected below:

EXHIBIT I	KELLOGG COMPANY SUB-PLAN TO THE 2013 LONG TERM INCENTIVE PLAN FOR PARTICIPANTS IN BELGIUM, AND THE KELLOGG COMPANY 2013 LONG-TERM INCENTIVE PLAN
EXHIBIT II	KELLOGG UK SHARE INCENTIVE PLAN
EXHIBIT III	KELLOGG (IRELAND) EMPLOYEE SHARE OWNERSHIP PLAN
EXHIBIT IV	ANNUAL REPORT ON FORM 10-K FILED BY KELLOGG COMPANY ON FEBRUARY 26, 2013
EXHIBIT V	DEFINITIVE PROXY STATEMENT ON FORM DEF 14A FILED BY KELLOGG COMPANY ON MARCH 11, 2013
EXHIBIT VI	TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE KELLOGG COMPANY SUB-PLAN TO THE 2013 LONG-TERM INCENTIVE PLAN FOR PARTICIPANTS IN BELGIUM, THE KELLOGG UK SHARE INCENTIVE PLAN FOR PARTICIPANTS IN THE UK AND THE KELLOGG (IRELAND) EMPLOYEE SHARE OWNERSHIP PLAN FOR PARTICIPANTS IN IRELAND

The new Exhibit I is attached as Exhibit I.

* *
*

EXHIBIT I – KELLOGG COMPANY SUB-PLAN TO THE 2013 LONG-TERM INCENTIVE PLAN FOR PARTICIPANTS IN BELGIUM, AND THE KELLOGG COMPANY 2013 LONG-TERM INCENTIVE PLAN