

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 16, 2024

Kellanova
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-4171
(Commission
File Number)

38-07106
(IRS Emplo
Identification

412 N. Wells Street
Chicago, Illinois 60654
(Address of principal executive offices, including zip code)

(269) 961-2000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2 below):

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.25 par value per share	K	New York Stock Exchange
1.000% Senior Notes due 2024	K24	New York Stock Exchange

1.250% Senior Notes due 2025	K25	New York Stock L
0.500% Senior Notes due 2029	K29	New York Stock L
3.750% Senior Notes due 2034	K34	New York Stock L

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Exchange Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §230.12b-2 of this chapter).

☐ Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 101(b) of the Securities Exchange Act. ☐

Item 1.01. Entry into a Material Definitive Agreement.

On May 16, 2024, Kellanova (the “Company”) closed the offering of \$300,000,000 of 5.750% Senior Notes (the “USD Notes”) and the offering of €300,000,000 of 3.750% Senior Notes due 2034 (the “EUR Notes”) with the USD Notes, the “Notes”). The Notes were registered under the Securities Act of 1933, as amended (“Securities Act”), pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-279131) with the Securities and Exchange Commission (the “Commission”) on May 6, 2024 (the “Registration Statement”).

On May 7, 2024, the Company filed with the Commission a Prospectus Supplement, dated May 6, 2024 (the “Prospectus Supplement”) in connection with the public offering of the USD Notes. On May 8, 2024, the Company filed with the Commission a Prospectus Supplement, dated May 7, 2024 (together with the USD Prospectus Supplement, the “Prospectus Supplements”) in connection with the public offering of the EUR Notes.

The USD Notes were issued on May 16, 2024 under an indenture, dated as of May 6, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee (the “Indenture”), as supplemented by an Officer’s Certificate, dated May 16, 2024 (the “USD Officer’s Certificate”). The EUR Notes were issued on May 16, 2024 under the Indenture, as supplemented by an Officer’s Certificate, dated May 16, 2024 (together with the USD Officer’s Certificate, the “Officer’s Certificates”).

For a complete description of the terms and conditions of the Notes and the Officer’s Certificates, please refer to the Prospectus Supplements and the copies of the Officer’s Certificates which are filed with this Form 8-K and are incorporated herein by reference.

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

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

Item 9.01. Financial Statements and Exhibits

Exhibits 5.1 and 23.1 are filed herewith in connection with the registration of the Notes by the Company under the Registration Statement.

(d) Exhibits.

Exhibits 5.1 and 23.1 are incorporated by reference into the Registration Statement as exhibits thereto and are part of this Form 8-K.

Exhibit 4.1	<u>Officer’s Certificate of Kellanova (with form of 5.750% Senior Notes due 2054).</u>
Exhibit 4.2	<u>Officer’s Certificate of Kellanova (with form of 3.750% Senior Notes due 2034) (incorporated by reference to Exhibit 4.2 to Kellanova’s Registration Statement on Form 8-A filed May 16, 2024).</u>
Exhibit 5.1	<u>Opinion of Kirkland & Ellis LLP</u>
Exhibit 23.1	<u>Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).</u>
Exhibit 104	Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused
be signed on its behalf by the undersigned hereunto duly authorized.

KELLANOVA

Date: May 16, 2024

/s/ John Min

Name: John Min

Title: Chief Legal Officer