

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

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

**Date of report (Date of earliest event reported): April 26, 2024**

**Kellanova**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-4171**  
(Commission File Number)

**38-0710690**  
(IRS Employer Identification No.)

**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 obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

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

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            | K 24              | New York Stock Exchange                   |
| 1.250% Senior Notes due 2025            | K 25              | New York Stock Exchange                   |
| 0.500% Senior Notes due 2029            | K 29              | New York Stock Exchange                   |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-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 13(a) of the Exchange Act.

**Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 26, 2024, Kellanova (the "Company") held its Annual Meeting of Shareowners (the "2024 Annual Meeting"). At the 2024 Annual Meeting, the shareowners of the Company approved an amendment to the Company's Restated Certificate of Incorporation (the "Certificate of Incorporation") to reflect Delaware law provisions regarding officer exculpation (collectively, the "Amendment"), as further described in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 4, 2024. The Amendment became effective upon the filing of the Certificate of Amendment to the Certificate of Incorporation of the Company on April 29, 2024. The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment to the Restated Certificate of Incorporation of the Company, which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

- a) On April 26, 2024, the Company held its 2024 Annual Meeting.
- b) Carter Cast, Zack Gund, Don Knauss and Mike Schlotman were re-elected for a three-year term.

Eight matters were voted on at the 2024 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; the ratification of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for fiscal year 2024; a management proposal to amend the Company's Restated Certificate of Incorporation to reflect recent Delaware law provisions regarding officer exculpation; a shareowner proposal requesting adoption of a policy requiring the Board Chair to be an independent director; a shareowner proposal requesting racial and gender pay gap disclosures; a shareowner proposal requesting the Company report on the risks to the Company associated with pesticide use in its supply chain; and a shareowner proposal requesting the Company reduce greenwashing risk.

The final results of voting on each of the matters submitted to a vote of Shareowners are as follows:

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|  | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|--|-------------|----------------|--------------------|-----------------------------|
| 1. Election of Directors   |             |                |                    |                             |
| 1a. Carter Cast  | 278,297,435 | 2,363,168      | 544,525            | 28,683,388                  |
| 1b. Zack Gund  | 271,909,536 | 8,730,110      | 565,482            | 28,683,388                  |
| 1c. Don Knauss   | 253,573,298 | 27,068,380     | 563,450            | 28,683,388                  |
| 1d. Mike Schlotman   | 278,117,054 | 2,530,632      | 557,442            | 28,683,388                  |
| 2. Advisory resolution to approve executive compensation was approved  | 265,316,290 | 14,636,775     | 1,252,063          | 28,683,388                  |
| 3. Ratification of PwC as the Company's independent registered public accounting firm was approved   | 290,319,061 | 18,971,112     | 598,343            |                             |
| 4. Management proposal to amend the Company's Restated Certificate of Incorporation to reflect recent Delaware law provisions regarding officer exculpation was approved | 252,060,906 | 28,055,528     | 1,088,694          | 28,683,388                  |
| 5. Shareowner proposal requesting adoption of a policy requiring the Board Chair to be an independent director was not approved  | 91,052,736  | 189,345,917    | 806,475            | 28,683,388                  |
| 6. Shareowner proposal requesting racial and gender pay gap disclosures was not approved   | 57,228,887  | 222,659,006    | 1,317,235          | 28,683,388                  |
| 7. Shareowner proposal requesting the Company report on the risks to the Company associated with pesticide use in its supply chain was not approved                      | 60,266,751  | 219,076,682    | 1,861,695          | 28,683,388                  |
| 8. Shareowner proposal requesting the Company to reduce greenwashing risk was not approved   | 3,537,685   | 276,111,644    | 1,555,799          | 28,683,388                  |

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

[Exhibit 3.1](#) Certificate of Amendment to the Restated Certificate of Incorporation of Kellanova

**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 this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KELLANOVA**

Date: May 1, 2024

/s/ John Min

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Name: John Min  
Title: Chief Legal Officer

**CERTIFICATE OF AMENDMENT**  
**TO THE**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**KELLANOVA**  
**April 29, 2024**

KELLANOVA, a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

**FIRST:** Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the “DGCL”), this Certificate of Amendment to the Restated Certificate of Incorporation (this “Certificate of Amendment”) amends the provisions of the Restated Certificate of Incorporation of the Corporation, as previously amended (the “Restated Certificate of Incorporation”).

**SECOND:** The board of directors of the Corporation duly adopted resolutions declaring the following amendment to the Restated Certificate of Incorporation to be advisable and in the best interests of the Corporation and its stockholders.

**THIRD:** ARTICLE THIRTEENTH, Section 1 is hereby amended to read in its entirety as follows:

**THIRTEENTH**

Section 1.

No person who is or was at any time a director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that unless and except to the extent otherwise permitted from time to time by applicable law, the provisions of this Article shall not eliminate or limit the liability of a director or officer (i) for any breach of the director’s or officer’s duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, (iv) for any transaction from which the director or officer derived an improper personal benefit, (v) for any action by or in the right of the Corporation, in the case of officers only, or (vi) for any act or omission occurring prior to the date this Article becomes effective.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation existing at the time of such repeal or modification shall not adversely affect any right or protection of a director or officer of the Corporation.

**FOURTH:** The foregoing amendment was duly adopted by the board of directors of the Corporation and its stockholders in accordance with the provisions of Section 242 of the DGCL and ARTICLE NINTH of the Restated Certificate of Incorporation.

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**FIFTH:** This Certificate of Amendment shall become effective at 5:00 p.m., Eastern time, on April 29, 2024.

**IN WITNESS WHEREOF**, Kellanova has caused this Certificate of Amendment to be executed by the undersigned duly authorized officer on this 29th day of April, 2024.

**KELLANOVA**

By: /s/ John Min

Name: John Min  
Title: Senior Vice President, Chief Legal  
Officer and Secretary