

GENERAL MILLS INC  
Form 8-K  
September 27, 2016

**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): September 27, 2016**

**GENERAL MILLS, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

|   |                     |                            |
|---|---------------------|----------------------------|
| <b>Delaware</b>                           | <b>001-01185</b>    | <b>41-0274440</b>          |
| <b>(State</b>                             | <b>(Commission</b>  | <b>(IRS Employer</b>       |
| <b>of Incorporation)</b>                  | <b>File Number)</b> | <b>Identification No.)</b> |
| <b>Number One General Mills Boulevard</b> |                     | <b>55426</b>               |

**Minneapolis, Minnesota**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (763) 764-7600**

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:

- ☐ 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))

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

On September 27, 2016, General Mills, Inc. held its 2016 Annual Meeting of Shareholders. There were 522,219,038 shares of common stock represented either in person or by proxy at the meeting. We have disclosed the final results for each matter voted upon, including the number of votes cast for or against, the number of abstentions, and, as applicable, the number of broker non-votes.

1. **Election of Directors.** Shareholders elected the following individuals as directors of the company by the following votes:

| Director Nominee      | For         | Against    | Abstain   | Broker Non-Votes |
|-----------------------|-------------|------------|-----------|------------------|
| Bradbury H. Anderson  | 407,286,769 | 3,955,680  | 1,161,864 | 109,814,725      |
| R. Kerry Clark        | 408,436,959 | 2,872,993  | 1,094,361 | 109,814,725      |
| David M. Cordani      | 407,610,573 | 3,619,418  | 1,174,322 | 109,814,725      |
| Roger W. Ferguson Jr. | 409,482,568 | 1,759,637  | 1,162,108 | 109,814,725      |
| Henrietta H. Fore     | 402,239,375 | 9,091,935  | 1,073,003 | 109,814,725      |
| Maria G. Henry        | 409,765,606 | 1,517,560  | 1,121,147 | 109,814,725      |
| Heidi G. Miller       | 404,537,884 | 6,639,371  | 1,227,058 | 109,814,725      |
| Steve Odland          | 398,856,616 | 12,402,036 | 1,145,661 | 109,814,725      |
| Kendall J. Powell     | 391,590,084 | 13,376,897 | 7,437,332 | 109,814,725      |
| Robert L. Ryan        | 406,477,799 | 4,767,918  | 1,158,596 | 109,814,725      |
| Eric D. Sprunk        | 409,656,875 | 1,536,148  | 1,211,290 | 109,814,725      |
| Dorothy A. Terrell    | 405,316,906 | 5,861,199  | 1,226,208 | 109,814,725      |
| Jorge A. Uribe        | 409,539,153 | 1,787,824  | 1,077,336 | 109,814,725      |

2. **Adoption of the 2016 Compensation Plan for Non-Employee Directors.** A new Compensation Plan for Non-Employee Directors was adopted to replace an existing plan. The proposal was supported by 94.2% of the votes cast for, against, and abstaining on the proposal.

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 388,482,446 | 20,956,431 | 2,965,436 | 109,814,725      |

3. **Advisory Vote on Executive Compensation.** Shareholders approved the company's compensation for its named executive officers on an advisory basis. The proposal was supported by 95.8% of the votes cast for and against it.

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 391,673,382 | 17,073,034 | 3,657,897 | 109,814,725      |

4. **Ratification of Appointment of Independent Registered Public Accounting Firm.** Shareholders ratified the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending May 28, 2017. The proposal was supported by 98.8% of the votes cast for and against it.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 514,084,894 | 6,480,739      | 1,653,405      | 0                       |

**SIGNATURE**

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.

Date: September 27, 2016

GENERAL MILLS, INC.

By: /s/ Richard C. Allendorf

Name: Richard C. Allendorf

Title: Senior Vice President,  
General Counsel and Secretary