

GENERAL MILLS INC  
Form 8-K  
January 28, 2014

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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):

January 28, 2014

General Mills, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-01185

41-0274440

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Number One General Mills Boulevard,  
Minneapolis, Minnesota

55426-1347

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

763-764-7600

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:

- 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))



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**Item 8.01 Other Events.**

On January 21, 2014, General Mills, Inc. (the "Company") agreed to sell \$250,000,000 aggregate principal amount of its Floating Rate Notes due January 28, 2016 and \$500,000,000 aggregate principal amount of its 3.650% Notes due 2024 (collectively, the "Notes") pursuant to the Underwriting Agreement, dated January 21, 2014 (the "Underwriting Agreement"), among the Company, Citigroup Global Markets Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed on Schedule II of the Underwriting Agreement. The Notes will be issued pursuant to that certain Indenture, dated as of February 1, 1996 (as amended, the "Indenture"), between the Company and U.S. Bank National Association, as Trustee, and the Officers' Certificates and Authentication Orders, dated January 28, 2014 (collectively, the "Officers' Certificates"), pursuant to Sections 201, 301 and 303 of the Indenture. The offer and sale of the Notes has been registered under the Securities Act of 1933, as amended, by Registration Statement on Form S-3 (No. 333-179621). The sale of the Notes is expected to close on January 28, 2014.

The purpose of this Current Report is to file with the Securities and Exchange Commission the Underwriting Agreement, the Officers' Certificates and the opinion of Dorsey & Whitney LLP with respect to the validity of the Notes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement, dated January 21, 2014, among the Company, Citigroup Global Markets Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed on Schedule II thereto.

4.1 Officers' Certificate and Authentication Order, dated January 28, 2014, for the Floating Rate Notes due January 28, 2016 (which includes the form of Note) issued pursuant to the Indenture.

4.2 Officers' Certificate and Authentication Order, dated January 28, 2014, for the 3.650% Notes due 2024 (which includes the form of Note) issued pursuant to the Indenture.

5.1 Opinion of Dorsey & Whitney LLP.

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**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.

General Mills, Inc.

*January 28, 2014*

By: *Roderick A. Palmore*

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*Name: Roderick A. Palmore*

*Title: Executive Vice President, General Counsel and Secretary*

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<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated January 21, 2014, among the Company, Citigroup Global Markets Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed on Schedule II thereto.
4.1	Officers' Certificate and Authentication Order, dated January 28, 2014, for the Floating Rate Notes due January 28, 2016 (which includes the form of Note) issued pursuant to the Indenture.
4.2	Officers' Certificate and Authentication Order, dated January 28, 2014, for the 3.650% Notes due 2024 (which includes the form of Note) issued pursuant to the Indenture.
5.1	Opinion of Dorsey & Whitney LLP.