
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED November 27, 2016
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission file number: 001-01185

GENERAL MILLS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

41-0274440
(I.R.S. Employer
Identification No.)

Number One General Mills Boulevard
Minneapolis, Minnesota
(Address of principal executive offices)

55426
(Zip Code)

(763) 764-7600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of Common Stock outstanding as of December 13, 2016: 580,011,272 (excluding 174,602,056 shares held in the treasury).

General Mills, Inc.

Table of Contents

	<u>Page</u>
<u>PART I – Financial Information</u>	
Item 1. <u>Financial Statements</u>	
<u>Consolidated Statements of Earnings for the quarters and six-month periods ended November 27, 2016 and November 29, 2015</u>	3
<u>Consolidated Statements of Comprehensive Income for the quarters and six-month periods ended November 27, 2016 and November 29, 2015</u>	4
<u>Consolidated Balance Sheets as of November 27, 2016, and May 29, 2016</u>	5
<u>Consolidated Statements of Total Equity and Redeemable Interest for the six-month period ended November 27, 2016 and the fiscal year ended May 29, 2016</u>	6
<u>Consolidated Statements of Cash Flows for the six-month periods ended November 27, 2016 and November 29, 2015</u>	7
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	25
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	46
Item 4. <u>Controls and Procedures</u>	46
<u>PART II – Other Information</u>	
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	47
Item 6. <u>Exhibits</u>	48
<u>Signatures</u>	49

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Consolidated Statements of Earnings
GENERAL MILLS, INC. AND SUBSIDIARIES
(Unaudited) (In Millions, Except per Share Data)

	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Net sales	<u>\$ 4,112.1</u>	<u>\$ 4,424.9</u>	<u>\$ 8,020.0</u>	<u>\$ 8,632.8</u>
Cost of sales	<u>2,592.6</u>	<u>2,884.3</u>	<u>5,083.6</u>	<u>5,537.6</u>
Selling, general, and administrative expenses	<u>708.1</u>	<u>772.7</u>	<u>1,420.3</u>	<u>1,583.9</u>
Divestitures Loss (Gain)	<u>13.5</u>	<u>(199.1)</u>	<u>13.5</u>	<u>(199.1)</u>
Restructuring, impairment, and other exit costs	<u>29.0</u>	<u>61.3</u>	<u>87.9</u>	<u>121.4</u>
Operating profit	<u>768.9</u>	<u>905.7</u>	<u>1,414.7</u>	<u>1,589.0</u>
Interest, net	<u>75.5</u>	<u>73.8</u>	<u>149.4</u>	<u>149.1</u>
Earnings before income taxes and after-tax earnings from joint ventures	<u>693.4</u>	<u>831.9</u>	<u>1,265.3</u>	<u>1,439.9</u>
Income taxes	<u>227.4</u>	<u>311.5</u>	<u>404.0</u>	<u>510.1</u>
After-tax earnings from joint ventures	<u>29.8</u>	<u>23.2</u>	<u>54.0</u>	<u>48.9</u>
Net earnings, including earnings attributable to redeemable and noncontrolling interests	<u>495.8</u>	<u>543.6</u>	<u>915.3</u>	<u>978.7</u>
Net earnings attributable to redeemable and noncontrolling interests	<u>14.0</u>	<u>14.1</u>	<u>24.5</u>	<u>22.6</u>
Net earnings attributable to General Mills	<u>\$ 481.8</u>	<u>\$ 529.5</u>	<u>\$ 890.8</u>	<u>\$ 956.1</u>
Earnings per share - basic	<u>\$ 0.82</u>	<u>\$ 0.88</u>	<u>\$ 1.50</u>	<u>\$ 1.59</u>
Earnings per share - diluted	<u>\$ 0.80</u>	<u>\$ 0.87</u>	<u>\$ 1.47</u>	<u>\$ 1.56</u>
Dividends per share	<u>\$ 0.48</u>	<u>\$ 0.44</u>	<u>\$ 0.96</u>	<u>\$ 0.88</u>

See accompanying notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income
GENERAL MILLS, INC. AND SUBSIDIARIES
(Unaudited) (In Millions)

	<u>Quarter Ended</u>		<u>Six-Month</u> <u>Period Ended</u>	
	<u>Nov. 27,</u> <u>2016</u>	<u>Nov. 29,</u> <u>2015</u>	<u>Nov. 27,</u> <u>2016</u>	<u>Nov. 29,</u> <u>2015</u>
Net earnings, including earnings attributable to redeemable and noncontrolling interests	\$ 495.8	\$ 543.6	\$ 915.3	\$ 978.7
Other comprehensive income (loss), net of tax:				
Foreign currency translation	(105.7)	(70.3)	(25.3)	(212.5)
Other fair value changes:				
Securities	(0.1)	0.1	0.3	—
Hedge derivatives	32.1	0.1	47.3	10.4
Reclassification to earnings:				
Hedge derivatives	(7.8)	(0.3)	(10.6)	0.4
Amortization of losses and prior service costs	31.8	35.9	62.4	66.8
Other comprehensive income (loss), net of tax	(49.7)	(34.5)	74.1	(134.9)
Total comprehensive income	446.1	509.1	989.4	843.8
Comprehensive loss attributable to redeemable and noncontrolling interests	(43.5)	(33.6)	(36.7)	(16.0)
Comprehensive income attributable to General Mills	<u>\$ 489.6</u>	<u>\$ 542.7</u>	<u>\$1,026.1</u>	<u>\$ 859.8</u>

See accompanying notes to consolidated financial statements.

Consolidated Balance Sheets
GENERAL MILLS, INC. AND SUBSIDIARIES
(In Millions, Except Par Value)

	Nov. 27, 2016	May 29, 2016
	<u>(Unaudited)</u>	<u></u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 809.7	\$ 763.7
Receivables	1,382.7	1,360.8
Inventories	1,525.5	1,413.7
Prepaid expenses and other current assets	<u>393.6</u>	<u>399.0</u>
Total current assets	4,111.5	3,937.2
Land, buildings, and equipment	3,571.3	3,743.6
Goodwill	8,679.1	8,741.2
Other intangible assets	4,487.4	4,538.6
Other assets	<u>752.8</u>	<u>751.7</u>
Total assets	<u>\$ 21,602.1</u>	<u>\$ 21,712.3</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 1,938.3	\$ 2,046.5
Current portion of long-term debt	1,507.6	1,103.4
Notes payable	1,421.7	269.8
Other current liabilities	<u>1,376.8</u>	<u>1,595.0</u>
Total current liabilities	6,244.4	5,014.7
Long-term debt	6,542.0	7,057.7
Deferred income taxes	1,506.4	1,399.6
Other liabilities	<u>1,981.8</u>	<u>2,087.6</u>
Total liabilities	<u>16,274.6</u>	<u>15,559.6</u>
Redeemable interest	801.7	845.6
Stockholders' equity:		
Common stock, 754.6 shares issued, \$0.10 par value	75.5	75.5
Additional paid-in capital	1,179.4	1,177.0
Retained earnings	12,931.8	12,616.5
Common stock in treasury, at cost, shares of 174.4 and 157.8	(7,529.2)	(6,326.6)
Accumulated other comprehensive loss	<u>(2,476.9)</u>	<u>(2,612.2)</u>
Total stockholders' equity	4,180.6	4,930.2
Noncontrolling interests	<u>345.2</u>	<u>376.9</u>
Total equity	<u>4,525.8</u>	<u>5,307.1</u>
Total liabilities and equity	<u>\$ 21,602.1</u>	<u>\$ 21,712.3</u>

See accompanying notes to consolidated financial statements.

Consolidated Statements of Total Equity and Redeemable Interest
GENERAL MILLS, INC. AND SUBSIDIARIES
(Unaudited) (In Millions, Except per Share Data)

	\$.10 Par Value Common Stock (One Billion Shares Authorized)					Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interests	Total Equity	Redeemable Interest
	Issued		Treasury							
	Shares	Par Amount	Additional Paid-In Capital	Shares	Amount					
Balance as of May 31, 2015	754.6	\$ 75.5	\$ 1,296.7	(155.9)	\$(6,055.6)	\$11,990.8	\$ (2,310.7)	\$ 396.0	\$ 5,392.7	\$ 778.9
Total comprehensive income (loss)						1,697.4	(301.5)	11.2	1,407.1	30.3
Cash dividends declared (\$1.78 per share)						(1,071.7)			(1,071.7)	
Shares purchased				(10.7)	(606.7)				(606.7)	
Stock compensation plans (includes income tax benefits of \$94.1)			(46.3)	8.8	335.7				289.4	
Unearned compensation related to restricted stock unit awards			(63.3)						(63.3)	
Earned compensation			84.8						84.8	
Increase in redemption value of redeemable interest			(91.5)						(91.5)	91.5
Acquisition of interest in subsidiary			(3.4)					(1.1)	(4.5)	
Distributions to noncontrolling and redeemable interest holders								(29.2)	(29.2)	(55.1)
Balance as of May 29, 2016	754.6	75.5	1,177.0	(157.8)	(6,326.6)	12,616.5	(2,612.2)	376.9	5,307.1	845.6
Total comprehensive income (loss)						890.8	135.3	(7.4)	1,018.7	(29.3)
Cash dividends declared (\$0.48 per share)						(575.5)			(575.5)	
Shares purchased				(20.5)	(1,349.9)				(1,349.9)	
Stock compensation plans (includes income tax benefits of \$59.7)			36.3	3.9	147.3				183.6	
Unearned compensation related to restricted stock unit awards			(77.3)						(77.3)	
Earned compensation			56.6						56.6	
Increase in redemption value of redeemable interest			(13.2)						(13.2)	13.2
Distributions to noncontrolling and redeemable interest holders								(24.3)	(24.3)	(27.8)
Balance as of Nov. 27, 2016	754.6	\$ 75.5	\$ 1,179.4	(174.4)	\$(7,529.2)	\$12,931.8	\$ (2,476.9)	\$ 345.2	\$ 4,525.8	\$ 801.7

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows
GENERAL MILLS, INC. AND SUBSIDIARIES
(Unaudited) (In Millions)

	Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015
Cash Flows - Operating Activities		
Net earnings, including earnings attributable to redeemable and noncontrolling interests	\$ 915.3	\$ 978.7
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	301.1	292.5
After-tax earnings from joint ventures	(54.0)	(48.9)
Distributions of earnings from joint ventures	31.9	28.6
Stock-based compensation	56.2	52.7
Deferred income taxes	94.6	(32.7)
Tax benefit on exercised options	(59.7)	(44.7)
Pension and other postretirement benefit plan contributions	(22.6)	(22.7)
Pension and other postretirement benefit plan costs	17.9	58.9
Divestitures loss (gain)	13.5	(199.1)
Restructuring, impairment, and other exit costs	71.0	89.8
Changes in current assets and liabilities	(372.3)	57.0
Other, net	(5.3)	(54.1)
	987.6	1,156.0
Cash Flows - Investing Activities		
Purchases of land, buildings, and equipment	(318.3)	(293.5)
Investments in affiliates, net	(7.7)	11.7
Proceeds from disposal of land, buildings, and equipment	0.4	1.2
Proceeds from divestitures	17.5	822.7
Exchangeable note	13.0	—
Other, net	15.1	(19.1)
	(280.0)	523.0
Cash Flows - Financing Activities		
Change in notes payable	1,164.5	(293.7)
Payment of long-term debt	(0.1)	(0.3)
Proceeds from common stock issued on exercised options	77.0	64.5
Tax benefit on exercised options	59.7	44.7
Purchases of common stock for treasury	(1,349.9)	(549.0)
Dividends paid	(575.5)	(530.9)
Distributions to noncontrolling and redeemable interest holders	(4.6)	(77.2)
Other, net	—	0.1
	(628.9)	(1,341.8)
Effect of exchange rate changes on cash and cash equivalents	(32.7)	(21.6)
Increase in cash and cash equivalents	46.0	315.6
Cash and cash equivalents - beginning of year	763.7	334.2
Cash and cash equivalents - end of period	\$ 809.7	\$ 649.8
Cash Flow from changes in current assets and liabilities:		
Receivables	\$ (45.3)	\$ (109.9)
Inventories	(120.7)	(196.2)
Prepaid expenses and other current assets	(2.3)	18.6
Accounts payable	(19.9)	56.3
Other current liabilities	(184.1)	288.2
Changes in current assets and liabilities	\$ (372.3)	\$ 57.0

See accompanying notes to consolidated financial statements.

GENERAL MILLS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Background

The accompanying Consolidated Financial Statements of General Mills, Inc. (we, us, our, General Mills, or the Company) have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the rules and regulations for reporting on Form 10-Q. Accordingly, they do not include certain information and disclosures required for comprehensive financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature, including the elimination of all intercompany transactions and any noncontrolling and redeemable interests' share of those transactions. Operating results for the quarter ended November 27, 2016 are not necessarily indicative of the results that may be expected for the fiscal year ending May 28, 2017.

These statements should be read in conjunction with the Consolidated Financial Statements and footnotes included in our Annual Report on Form 10-K for the fiscal year ended May 29, 2016. The accounting policies used in preparing these Consolidated Financial Statements are the same as those described in Note 2 to the Consolidated Financial Statements in that Form 10-K. Certain terms used throughout this report are defined in the "Glossary" section below.

(2) Divestitures

During the second quarter of fiscal 2017, we sold our Martel, Ohio manufacturing facility in our Convenience Stores and Foodservice segment and simultaneously entered into a co-packing arrangement with the purchaser. We received \$17.5 million in cash, and recorded a pre-tax loss of \$13.5 million.

During the second quarter of fiscal 2016, we sold our North American Green Giant product lines for \$822.7 million in cash, and we recorded a pre-tax gain of \$199.1 million. We received net cash proceeds of \$788.0 million after transaction-related costs. After the divestiture, we retained a brand intangible asset on our Consolidated Balance Sheets of \$30.1 million related to our continued use of the *Green Giant* brand in certain markets outside of North America.

(3) Restructuring Initiatives

We are currently pursuing several multi-year restructuring initiatives designed to increase our efficiency and focus our business behind our key growth strategies. Charges related to these activities were as follows:

In Millions	Quarter Ended Nov. 27, 2016					Quarter Ended Nov. 29, 2015				
	Severance	Asset Write- offs	Accelerated Depreciation	Other	Total	Severance	Asset Write- offs	Accelerated Depreciation	Other	Total
Closure of Melbourne, Australia plant	\$ 11.3	\$ —	\$ 0.7	\$ —	\$ 12.0	\$ —	\$ —	\$ —	\$ —	\$ —
Restructuring of certain International product lines	4.1	2.2	(0.3)	0.9	6.9	—	—	—	—	—
Closure of Vineland, New Jersey plant	(0.1)	—	7.0	0.1	7.0	—	—	—	—	—
Project Compass	—	—	—	—	—	2.2	—	—	(0.1)	2.1
Project Century	0.2	5.0	5.4	5.3	15.9	25.8	10.1	21.2	23.9	81.0
Total	\$ 15.5	\$ 7.2	\$ 12.8	\$ 6.3	\$ 41.8	\$ 28.0	\$ 10.1	\$ 21.2	\$ 23.8	\$ 83.1

In Millions	Six-Month Period Ended Nov. 27, 2016					Six-Month Period Ended Nov. 29, 2015				
	Severance	Asset Write- offs	Accelerated Depreciation	Other	Total	Severance	Asset Write- offs	Accelerated Depreciation	Other	Total
Closure of Melbourne, Australia plant	\$ 11.3	\$ —	\$ 0.7	\$ —	\$ 12.0	\$ —	\$ —	\$ —	\$ —	\$ —
Restructuring of certain International product lines	6.4	35.8	(0.3)	1.4	43.3	—	—	—	—	—
Closure of Vineland, New Jersey plant	12.3	—	14.0	1.6	27.9	—	—	—	—	—
Project Compass	—	—	0.2	0.8	1.0	47.1	—	—	6.5	53.6
Project Century	0.5	8.1	14.6	6.9	30.1	28.1	12.5	42.6	28.0	111.2
Project Catalyst	—	—	—	—	—	0.2	—	—	—	0.2
Total	\$ 30.5	\$ 43.9	\$ 29.2	\$ 10.7	\$ 114.3	\$ 75.4	\$ 12.5	\$ 42.6	\$ 34.5	\$ 165.0

In the second quarter of fiscal 2017, we notified the employees and their representatives of our decision to close our pasta manufacturing facility in Melbourne, Australia in our International segment to improve our margin structure. This action will affect approximately 350 positions, and we expect to incur approximately \$34 million of net expenses relating to this action, most of which will be non-cash. We recorded \$12.0 million of restructuring charges in the second quarter of fiscal 2017 relating to this action. We expect these actions to be completed by the end of fiscal 2018.

In the first quarter of fiscal 2017, we announced a plan to restructure certain product lines in our International segment. To eliminate excess capacity, we will close our snacks manufacturing facility in Marília, Brazil and cease production operations for meals and snacks at our facility in São Bernardo do Campo, Brazil. We will also cease production of certain underperforming snack products at our facility in Nanjing, China. These and other actions, which are subject to appropriate consultation with employees and their representatives where required by law or practice, will affect approximately 420 positions in our Brazilian operations and approximately 440 positions in our Greater China operations. We expect to incur approximately \$46 million of net expenses of which approximately \$8 million will be cash. We recorded \$6.9 million of restructuring charges in the second quarter of fiscal 2017 and \$43.3 million in the six-month period ended November 27, 2016 relating to this action. We expect these actions to be completed by the end of fiscal 2017.

In the first quarter of fiscal 2017, we approved a plan to close our Vineland, New Jersey facility to eliminate excess soup capacity in our U.S. Retail segment. This action will affect approximately 370 positions, and we expect to

incur approximately \$66 million of net expenses, of which approximately \$23 million will be cash. We recorded \$7.0 million of restructuring charges in the second quarter of fiscal 2017 and \$27.9 million in the six-month period ended November 27, 2016 relating to this action. We expect this action to be completed by the end of fiscal 2019.

In the first quarter of fiscal 2016, we approved Project Compass, a restructuring plan designed to enable our International segment to accelerate long-term growth through increased organizational effectiveness and reduced administrative expense. In connection with this project, we expect to eliminate approximately 725 to 775 positions. We expect to incur approximately \$58 million of net expenses, all of which will be cash. We recorded \$1.0 million of restructuring expenses in the six-month period ended November 27, 2016 relating to this action. We recorded \$2.1 million of restructuring charges in the second quarter of fiscal 2016 and \$53.6 million in the six-month period ended November 29, 2015. We expect this action to be completed by the end of fiscal 2017.

Project Century (Century) began in fiscal 2015 and is a review of our manufacturing and distribution network to streamline operations and identify potential capacity reductions. As part of Century, in the second quarter of fiscal 2016, we notified the employees and their representatives of our decision to close the dough and dry mix manufacturing facility in our International segment supply chain located in Berwick, United Kingdom. This action will affect approximately 265 positions, and we expect to incur approximately \$33 million of net expenses related to this action, of which \$12 million will be cash. We recorded \$0.5 million of restructuring charges in the second quarter of fiscal 2017 and \$2.0 million in the six-month period ended November 27, 2016 relating to this action. We expect these actions to be completed by the end of fiscal 2018.

As part of Century, in the second quarter of fiscal 2016, we notified the employees and their representatives of our decision to close our pasta manufacturing facility located in East Tamaki, New Zealand in our International segment supply chain. This action affected 20 positions, and we incurred less than \$1 million of net expenses related to this action, most of which was cash. We recorded \$0.4 million of restructuring charges in the six-month period ended November 29, 2015. This action was completed in fiscal 2017.

As part of Century, in the first quarter of fiscal 2016, we approved a restructuring plan to close our cereal and dry dinner manufacturing plant in West Chicago, Illinois in our U.S. Retail segment supply chain. This action will affect approximately 500 positions, and we expect to incur approximately \$108 million of net expenses relating to this action, of which approximately \$44 million will be cash. We recorded \$5.5 million of restructuring charges in the second quarter of fiscal 2017 and \$12.9 million in the six-month period ended November 27, 2016 relating to this action. We recorded \$64.0 million in the second quarter of fiscal 2016 and the six-month period ended November 29, 2015 relating to this action. We expect this action to be completed by the end of fiscal 2019.

As part of Century, in the first quarter of fiscal 2016, we approved a restructuring plan to close our snacks manufacturing facility in Joplin, Missouri in our U.S. Retail segment supply chain. This action affected approximately 120 positions, and we incurred \$6.6 million of net expenses relating to this action, including \$2.9 million in the second quarter of fiscal 2016 and \$7.8 million in the six-month period ended November 29, 2015, of which less than \$1 million was cash. This action was completed in fiscal 2016.

In addition, we recorded restructuring charges of \$9.9 million in the second quarter of fiscal 2017, \$13.7 million in the second quarter of fiscal 2016, \$15.2 million in the six-month period ended November 27, 2016, and \$39.0 million in the six-month period ended November 29, 2015 relating to other Century actions previously announced.

During the six-month period ended November 27, 2016, we paid \$43.3 million in cash relating to restructuring initiatives.

In addition to restructuring charges, we recorded \$11.1 million of project-related costs in cost of sales in the second quarter of fiscal 2017 and \$24.9 million in the six-month period ended November 27, 2016. We paid \$28.6 million in cash in the six-month period ended November 27, 2016 for project-related costs. We expect to incur approximately \$29.5 million of project-related costs in future periods related to our restructuring initiatives.

Restructuring charges and project-related costs are recorded in our Consolidated Statements of Earnings as follows:

In Millions	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Cost of sales	\$ 12.8	\$ 21.8	\$ 26.4	\$ 43.6
Restructuring, impairment, and other exit costs	29.0	61.3	87.9	121.4
Total restructuring charges	41.8	83.1	114.3	165.0
Project-related costs classified in cost of sales	\$ 11.1	\$ 16.2	\$ 24.9	\$ 29.3

The roll forward of our restructuring and other exit cost reserves, included in other current liabilities, is as follows:

In Millions	Severance	Contract Termination	Other Exit Costs	Total
Reserve balance as of May 29, 2016	\$ 73.6	\$ 1.5	\$ 1.5	\$ 76.6
Fiscal 2017 charges, including foreign currency translation	31.2	—	2.2	33.4
Utilized in fiscal 2017	(37.5)	(1.7)	(2.4)	(41.6)
Reserve balance as of Nov. 27, 2016	\$ 67.3	\$ (0.2)	\$ 1.3	\$ 68.4

The charges recognized in the roll forward of our reserves for restructuring and other exit costs do not include items charged directly to expense (e.g., asset impairment charges, the gain or loss on the sale of restructured assets, and the write-off of spare parts) and other periodic exit costs recognized as incurred, as those items are not reflected in our restructuring and other exit cost reserves on our Consolidated Balance Sheets.

(4) Goodwill and Other Intangible Assets

The components of goodwill and other intangible assets are as follows:

In Millions	Nov. 27, 2016	May 29, 2016
Goodwill	\$ 8,679.1	\$ 8,741.2
Other intangible assets:		
Intangible assets not subject to amortization:		
Brands and other indefinite-lived intangibles	4,125.4	4,147.5
Intangible assets subject to amortization:		
Franchise agreements, customer relationships, and other finite-lived intangibles	513.7	536.9
Less accumulated amortization	(151.7)	(145.8)
Intangible assets subject to amortization, net	362.0	391.1
Other intangible assets	4,487.4	4,538.6
Total	\$13,166.5	\$13,279.8

Based on the carrying value of finite-lived intangible assets as of November 27, 2016, annual amortization expense for each of the next five fiscal years is estimated to be approximately \$27 million.

The changes in the carrying amount of goodwill during fiscal 2017 were as follows:

In Millions	U.S. Retail	International	Convenience Stores and Foodservice	Joint Ventures	Total
Balance as of May 29, 2016	\$6,292.9	\$ 1,121.0	\$ 921.1	\$ 406.2	\$8,741.2
Divestiture	—	—	(2.3)	—	(2.3)
Other activity, primarily foreign currency translation	—	(40.8)	—	(19.0)	(59.8)
Balance as of Nov. 27, 2016	\$6,292.9	\$ 1,080.2	\$ 918.8	\$ 387.2	\$8,679.1

The changes in the carrying amount of other intangible assets during fiscal 2017 were as follows:

In Millions	U.S. Retail	International	Joint Ventures	Total
Balance as of May 29, 2016	\$3,211.7	\$ 1,263.9	\$ 63.0	\$4,538.6
Other activity, primarily foreign currency translation	(1.8)	(50.5)	1.1	(51.2)
Balance as of Nov. 27, 2016	\$3,209.9	\$ 1,213.4	\$ 64.1	\$4,487.4

Our annual goodwill and indefinite-lived intangible asset testing was performed on the first day of the second quarter of fiscal 2017. As of the assessment date, there was no impairment of any of our goodwill or indefinite-lived intangible assets as their related fair values were substantially in excess of the carrying values, except for the *Immaculate Baking* brand and the Latin America reporting unit. The excess fair value above the carrying value of this brand asset and reporting unit is as follows:

In Millions	Carrying Value	Excess Fair Value Above Carrying Value
<i>Immaculate Baking</i>	\$ 12.0	17%
Latin America	\$ 523.0	15%

In addition, while having significant coverage as of our fiscal 2017 assessment date, the *Progresso*, *Green Giant* and *Food Should Taste Good* brand assets had risk of decreasing coverage. We will continue to monitor these businesses for potential impairment.

(5) Inventories

The components of inventories were as follows:

In Millions	Nov. 27, 2016	May 29, 2016
Raw materials and packaging	\$ 384.3	\$ 397.3
Finished goods	1,239.0	1,163.1
Grain	102.3	72.6
Excess of FIFO over LIFO cost	(200.1)	(219.3)
Total	\$1,525.5	\$1,413.7

(6) Risk Management Activities

Many commodities we use in the production and distribution of our products are exposed to market price risks. We utilize derivatives to manage price risk for our principal ingredients and energy costs, including grains (oats, wheat, and corn), oils (principally soybean), non-fat dry milk, natural gas, and diesel fuel. Our primary objective when entering into these derivative contracts is to achieve certainty with regard to the future price of commodities purchased for use in our supply chain. We manage our exposures through a combination of purchase orders, long-term contracts with suppliers, exchange-traded futures and options, and over-the-counter options and swaps. We offset our exposures based on current and projected market conditions and generally seek to acquire the inputs at as close to our planned cost as possible.

We use derivatives to manage our exposure to changes in commodity prices. We do not perform the assessments required to achieve hedge accounting for commodity derivative positions. Accordingly, the changes in the values of these derivatives are recorded currently in cost of sales in our Consolidated Statements of Earnings.

Although we do not meet the criteria for cash flow hedge accounting, we believe that these instruments are effective in achieving our objective of providing certainty in the future price of commodities purchased for use in our supply chain. Accordingly, for purposes of measuring segment operating performance, certain gains and losses are reported in unallocated corporate items outside of segment operating results until such time that the exposure we are managing affects earnings. At that time we reclassify the gain or loss from unallocated corporate items to segment operating profit, allowing our operating segments to realize the economic effects of the derivative without experiencing the resulting mark-to-market volatility, which remains in unallocated corporate items.

Unallocated corporate items for the quarters and six-month periods ended November 27, 2016, and November 29, 2015 included:

In Millions	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Net gain (loss) on mark-to-market valuation of certain commodity positions	\$ 3.0	\$ (31.7)	\$ (15.9)	\$ (54.0)
Net loss on commodity positions reclassified from unallocated corporate items to segment operating profit	14.4	35.2	23.7	62.1
Net mark-to-market revaluation of certain grain inventories	11.7	4.2	4.7	2.3
Net mark-to-market valuation of certain commodity positions recognized in unallocated corporate items	\$ 29.1	\$ 7.7	\$ 12.5	\$ 10.4

As of November 27, 2016, the net notional value of commodity derivatives was \$164.0 million, of which \$72.4 million related to energy inputs and \$91.6 million related to agricultural inputs. These contracts relate to inputs that generally will be utilized within the next 12 months.

In advance of planned debt financing, during the third quarter of fiscal 2016 and the first quarter of fiscal 2017, we entered into \$400 million and \$100 million, respectively, of treasury locks due February 15, 2017 with an average fixed rate of 2.0 percent.

As of November 27, 2016, the net notional value of foreign exchange derivatives was \$900.0 million.

The fair values of the derivative positions used in our risk management activities and other assets recorded at fair value were not material as of November 27, 2016, and were Level 1 or Level 2 assets and liabilities in the fair value hierarchy. We did not significantly change our valuation techniques from prior periods.

We offer certain suppliers access to a third party service that allows them to view our scheduled payments online. The third party service also allows suppliers to finance advances on our scheduled payments at the sole discretion of the supplier and the third party. We have no economic interest in these financing arrangements and no direct

relationship with the suppliers, the third party, or any financial institutions concerning this service. All of our accounts payable remain as obligations to our suppliers as stated in our supplier agreements. As of November 27, 2016, \$560.2 million of our total accounts payable is payable to suppliers who utilize this third party service.

(7) Debt

The components of notes payable were as follows:

In Millions	Nov. 27, 2016	May 29, 2016
U.S. commercial paper	\$1,184.9	\$ —
Financial institutions	236.8	269.8
Total	\$1,421.7	\$ 269.8

To ensure availability of funds, we maintain bank credit lines sufficient to cover our outstanding notes payable. Commercial paper is a continuing source of short-term financing. We have commercial paper programs available to us in the United States and Europe. We also have committed, uncommitted, and asset-backed credit lines that support our foreign operations.

The following table details the fee-paid committed and uncommitted credit lines we had available as of November 27, 2016:

In Billions	Facility Amount	Borrowed Amount
Credit facility expiring:		
May 2021	\$ 2.7	\$ —
June 2019	0.2	0.1
Total committed credit facilities	2.9	0.1
Uncommitted credit facilities	0.4	0.1
Total committed and uncommitted credit facilities	\$ 3.3	\$ 0.2

In fiscal 2016, we entered into a \$2.7 billion fee-paid committed credit facility that is scheduled to expire in May 2021. Concurrent with the execution of this credit facility, we terminated our \$1.7 billion and \$1.0 billion credit facilities.

The credit facilities contain covenants, including a requirement to maintain a fixed charge coverage ratio of at least 2.5 times. We were in compliance with all credit facility covenants as of November 27, 2016.

Long-Term Debt

The fair values and carrying amounts of long-term debt, including the current portion, were \$8,347.2 million and \$8,049.6 million, respectively, as of November 27, 2016. The fair value of long-term debt was estimated using market quotations and discounted cash flows based on our current incremental borrowing rates for similar types of instruments. Long-term debt is a Level 2 liability in the fair value hierarchy.

In January 2016, we issued €500.0 million principal amount of floating-rate notes due January 15, 2020. Interest on the notes is payable quarterly in arrears. We may redeem the notes if certain tax laws change and we would be obligated to pay additional amounts on the notes. These notes are senior unsecured obligations that include a change of control repurchase provision. The net proceeds were used to repay a portion of our maturing long-term debt.

In January 2016, we repaid \$250 million of 0.875 percent fixed-rate notes and \$750 million of floating-rate notes.

Certain of our long-term debt agreements contain restrictive covenants. As of November 27, 2016, we were in compliance with all of these covenants.

(8) Redeemable and Noncontrolling Interests

We have a 51 percent controlling interest in Yoplait SAS and a 50 percent interest in Yoplait Marques SNC and Liberté Marques Sàrl. Sodiaal International (Sodiaal) holds the remaining interests in each of the entities. On the acquisition date, we recorded the \$904.4 million fair value of Sodiaal's 49 percent euro-denominated interest in Yoplait SAS as a redeemable interest on our Consolidated Balance Sheets. Sodiaal has the ability to put all or a portion of its redeemable interest to us at fair value once per year, up to three times before December 2024. We adjust the value of the redeemable interest through additional paid-in capital on our Consolidated Balance Sheets quarterly to the redeemable interest's redemption value, which approximates its fair value. Yoplait SAS pays dividends annually if it meets certain financial metrics set forth in its shareholders' agreement. As of November 27, 2016, the redemption value of the euro-denominated redeemable interest was \$801.7 million.

A subsidiary of Yoplait SAS has an exclusive milk supply agreement for its European operations with Sodiaal through July 1, 2021. Net purchases totaled \$123.5 million for the six-month period ended November 27, 2016 and \$107.6 million for the six-month period ended November 29, 2015.

On the acquisition dates, we recorded the \$281.4 million fair value of Sodiaal's 50 percent euro-denominated interest in Yoplait Marques SNC and 50 percent Canadian dollar-denominated interest in Liberté Marques Sàrl as noncontrolling interests on our Consolidated Balance Sheets. Yoplait Marques SNC earns a royalty stream through a licensing agreement with Yoplait SAS for the rights to *Yoplait* and related trademarks. Liberté Marques Sàrl earns a royalty stream through licensing agreements with certain Yoplait group companies for the rights to *Liberté* and related trademarks. These entities pay dividends annually based on their available cash as of their fiscal year end.

The third-party holder of the Class A Interests in our General Mills Cereals, LLC (GMC) consolidated subsidiary receives quarterly preferred distributions from available net income based on the application of a floating preferred return rate to the holder's capital account balance established in the most recent mark-to-market valuation (currently \$251.5 million). The preferred return rate is adjusted every three years through a negotiated agreement with the Class A Interest holder or through a remarketing auction. On June 1, 2015, the floating preferred return rate on GMC's Class A Interests was reset to the sum of three-month LIBOR plus 125 basis points.

Our noncontrolling interests contain restrictive covenants. As of November 27, 2016, we were in compliance with all of these covenants.

(9) Stockholders' Equity

The following tables provide details of total comprehensive income:

In Millions	Quarter Ended Nov. 27, 2016					Quarter Ended Nov. 29, 2015				
	General Mills			Noncontrolling Interests	Redeemable Interest	General Mills			Noncontrolling Interests	Redeemable Interest
	Pretax	Tax	Net	Net	Net	Pretax	Tax	Net	Net	Net
Net earnings, including earnings attributable to redeemable and noncontrolling interests			\$481.8	\$ 6.0	\$ 8.0			\$529.5	\$ 3.9	\$ 10.2
Other comprehensive income (loss):										
Foreign currency translation	\$ (49.6)	\$ —	(49.6)	(18.0)	(38.1)	\$ (22.8)	\$ —	(22.8)	(17.5)	(30.0)
Other fair value changes:										
Securities	(0.1)	—	(0.1)	—	—	0.1	—	0.1	—	—
Hedge derivatives	48.5	(16.0)	32.5	—	(0.4)	2.1	(1.1)	1.0	—	(0.9)
Reclassification to earnings:										
Hedge derivatives (a)	(7.0)	0.2	(6.8)	—	(1.0)	(1.2)	0.2	(1.0)	—	0.7
Amortization of losses and prior service costs (b)	51.4	(19.6)	31.8	—	—	57.7	(21.8)	35.9	—	—
Other comprehensive income (loss)	\$ 43.2	\$(35.4)	7.8	(18.0)	(39.5)	\$ 35.9	\$(22.7)	13.2	(17.5)	(30.2)
Total comprehensive income (loss)			\$489.6	\$ (12.0)	\$ (31.5)			\$542.7	\$ (13.6)	\$ (20.0)

- (a) (Gain) loss reclassified from AOCI into earnings is reported in interest, net for interest rate swaps and in cost of sales and selling, general, and administrative (SG&A) expenses for foreign exchange contracts.
- (b) Loss reclassified from AOCI into earnings is reported in SG&A expenses.

In Millions	Six-Month Period Ended Nov. 27, 2016					Six-Month Period Ended Nov. 29, 2015				
	General Mills			Noncontrolling Interests	Redeemable Interest	General Mills			Noncontrolling Interests	Redeemable Interest
	Pretax	Tax	Net	Net	Net	Pretax	Tax	Net	Net	Net
Net earnings, including earnings attributable to redeemable and noncontrolling interests			\$ 890.8	\$ 7.8	\$ 16.7			\$ 956.1	\$ 6.5	\$ 16.1
Other comprehensive loss:										
Foreign currency translation	\$ 37.0	\$ —	37.0	(15.2)	(47.1)	\$(172.7)	\$ —	(172.7)	(12.2)	(27.6)
Other fair value changes:										
Securities	0.5	(0.2)	0.3	—	—	—	—	—	—	—
Hedge derivatives	58.7	(14.1)	44.6	—	2.7	15.3	(4.2)	11.1	—	(0.7)
Reclassification to earnings:										
Hedge derivatives (a)	(8.6)	(0.4)	(9.0)	—	(1.6)	(2.3)	0.8	(1.5)	—	1.9
Amortization of losses and prior service costs (b)	100.8	(38.4)	62.4	—	—	107.4	(40.6)	66.8	—	—
Other comprehensive income (loss)	\$188.4	\$(53.1)	135.3	(15.2)	(46.0)	\$(52.3)	\$(44.0)	(96.3)	(12.2)	(26.4)
Total comprehensive income (loss)			\$1,026.1	\$ (7.4)	\$ (29.3)			\$ 859.8	\$ (5.7)	\$ (10.3)

(a) (Gain) loss reclassified from AOCI into earnings is reported in interest, net for interest rate swaps and in cost of sales and SG&A expenses for foreign exchange contracts.

(b) Loss reclassified from AOCI into earnings is reported in SG&A expenses.

Accumulated other comprehensive loss balances, net of tax effects, were as follows:

In Millions	Nov. 27, 2016	May 29, 2016
Foreign currency translation adjustments	\$ (607.2)	\$ (644.2)
Unrealized gain (loss) from:		
Securities	4.1	3.8
Hedge derivatives	10.1	(25.5)
Pension, other postretirement, and postemployment benefits:		
Net actuarial loss	(1,898.0)	(1,958.2)
Prior service costs	14.1	11.9
Accumulated other comprehensive loss	\$ (2,476.9)	\$ (2,612.2)

(10) Stock Plans

We have various stock-based compensation programs under which awards, including stock options, restricted stock, restricted stock units, and performance awards, may be granted to employees and non-employee directors. These programs and related accounting are described in Note 11 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended May 29, 2016.

Compensation expense related to stock-based payments recognized in the Consolidated Statements of Earnings was as follows:

In Millions	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Compensation expense related to stock-based payments	\$ 18.6	\$ 21.4	\$ 57.6	\$ 54.3

Compensation expense related to stock-based payments recognized in the Consolidated Statements of Earnings includes amounts recognized in restructuring, impairment, and other exit costs in fiscal 2016.

As of November 27, 2016, unrecognized compensation expense related to non-vested stock options, restricted stock units, and performance share units was \$136.7 million. This expense will be recognized over 23 months, on average.

Net cash proceeds from the exercise of stock options less shares used for withholding taxes and the intrinsic value of options exercised were as follows:

In Millions	Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015
Net cash proceeds	\$ 77.0	\$ 64.5
Intrinsic value of options exercised	\$ 131.9	\$ 102.0

We estimate the fair value of each stock option on the grant date using a Black-Scholes option-pricing model. Black-Scholes option-pricing models require us to make predictive assumptions regarding future stock price volatility, employee exercise behavior, and dividend yield. We estimate our future stock price volatility using the historical volatility over the expected term of the option, excluding time periods of volatility we believe a marketplace participant would exclude in estimating our stock price volatility. We also have considered, but did not use, implied volatility in our estimate, because trading activity in options on our stock, especially those with tenors of greater than 6 months, is insufficient to provide a reliable measure of expected volatility. Our method of selecting the other valuation assumptions is explained in Note 11 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended May 29, 2016.

The estimated fair values of stock options granted and the assumptions used for the Black-Scholes option-pricing model were as follows:

	Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015
Estimated fair values of stock options granted	\$ 8.80	\$ 7.24
Assumptions:		
Risk-free interest rate	1.7%	2.4%
Expected term	8.5 years	8.5 years
Expected volatility	17.8%	17.6%
Dividend yield	2.9%	3.2%

Information on stock option activity follows:

	Options Outstanding (Thousands)	Weighted- Average Exercise Price Per Share	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (Millions)
Balance as of May 29, 2016	32,401.6	\$ 37.09		
Granted	2,446.0	66.52		
Exercised	(3,302.9)	30.37		
Forfeited or expired	(62.4)	58.48		
Outstanding as of Nov. 27, 2016	31,482.3	\$ 40.04	4.57	\$ 710.9
Exercisable as of Nov. 27, 2016	22,465.8	\$ 33.63	3.15	\$ 644.0

Information on restricted stock and performance share unit activity follows:

	Equity Classified		Liability Classified	
	Share-Settled Units (Thousands)	Weighted- Average Grant-Date Fair Value	Share-Settled Units (Thousands)	Weighted- Average Grant-Date Fair Value
Non-vested as of May 29, 2016	5,100.4	\$ 48.60	211.4	\$ 48.37
Granted	1,335.7	67.35	48.7	66.95
Vested	(1,392.5)	39.99	(89.6)	38.77
Forfeited	(160.2)	55.50	(5.9)	56.56
Exercisable as of Nov. 27, 2016	4,883.4	\$ 55.96	164.6	\$ 56.02

The total grant date fair value of restricted stock unit awards that vested during the period follows:

In Millions	Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015
Total grant date fair value	\$ 59.6	\$ 93.7

(11) Earnings Per Share

Basic and diluted earnings per share (EPS) were calculated using the following:

In Millions, Except per Share Data	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Net earnings attributable to General Mills	\$ 481.8	\$ 529.5	\$ 890.8	\$ 956.1
Average number of common shares - basic EPS	588.8	599.4	594.4	600.8
Incremental share effect from: (a)				
Stock options	8.1	9.8	8.8	10.1
Restricted stock, restricted stock units, and other	2.8	3.2	2.8	3.2
Average number of common shares - diluted EPS	599.7	612.4	606.0	614.1
Earnings per share - basic	\$ 0.82	\$ 0.88	\$ 1.50	\$ 1.59
Earnings per share - diluted	\$ 0.80	\$ 0.87	\$ 1.47	\$ 1.56

- (a) Incremental shares from stock options, restricted stock units, and performance share units are computed by the treasury stock method. Stock options, restricted stock units, and performance share units excluded from our computation of diluted EPS because they were not dilutive were as follows:

In Millions	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Anti-dilutive stock options, restricted stock units, and performance share units	2.5	2.2	2.2	2.6

(12) Share Repurchases

Share repurchases were as follows:

In Millions	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Shares of common stock	14.9	6.8	20.5	9.5
Aggregate purchase price	\$ 950.2	\$ 385.2	\$1,349.9	\$ 537.3

During the second quarter of fiscal 2016, we entered into an accelerated share repurchase (ASR) agreement with an unrelated third party financial institution to repurchase an aggregate of \$225.0 million of our outstanding common stock. Under the ASR agreement, we paid \$225.0 million to the financial institution and received 3.7 million shares of common stock with a fair value of \$213.3 million during the second quarter of fiscal 2016. We recorded an additional 0.2 million shares of common stock upon the completion of the ASR agreement in the third quarter of fiscal 2016. We recorded this transaction as an increase in treasury stock of \$213.3 million, and recorded the remaining \$11.7 million as a decrease to additional paid-in capital on our Consolidated Balance Sheets as of November 29, 2015. Upon completion of the ASR agreement, we reclassified the \$11.7 million to treasury stock from additional paid-in capital on our Consolidated Balance Sheets.

(13) Statements of Cash Flows

Our Consolidated Statements of Cash Flows include the following:

In Millions	Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015
Net cash interest payments	\$ 141.9	\$ 145.1
Net income tax payments	\$ 290.8	\$ 346.9

(14) Retirement and Postemployment Benefits

Beginning in fiscal 2017, we changed the method used to estimate the service and interest cost components of the net periodic benefit expense for our U.S. and most of our international defined benefit pension, other postretirement benefit and postemployment benefit plans. We adopted a full yield curve approach to estimate service cost and interest cost by applying the specific spot rates along the yield curve used to determine the benefit obligation to the relevant projected cash flows. This method provides a more precise measurement of service and interest costs by correlating the timing of the plans' liability cash flows to the corresponding rate on the yield curve. Previously, we estimated service cost and interest cost using a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. This change does not affect the measurement of our benefit obligations related to these plans. We have accounted for this change prospectively as a change in accounting estimate beginning in the first quarter of fiscal 2017. The change in methodology resulted in a decrease in service and interest cost of approximately \$17 million in the three months ended November 27, 2016 and approximately \$34 million in the six-month period ended November 27, 2016 compared to what our costs would have been under the previous method. We expect this change to result in a reduction in our service and interest cost of approximately \$68 million for fiscal 2017 compared to our previous methodology. The fiscal 2017 reduction in our net periodic benefit expense as a result of this change in methodology is partially offset by a reduction in our weighted-average expected rate of return on plan assets for our principal defined benefit pension and other postretirement plans in the United States to 8.25 percent as a result of asset changes that decreased investment risk in the portfolio.

Components of net periodic benefit expense are as follows:

In Millions	Defined Benefit Pension Plans		Other Postretirement Benefit Plans		Postemployment Benefit Plans	
	Quarter Ended		Quarter Ended		Quarter Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Service cost	\$ 30.0	\$ 33.7	\$ 3.1	\$ 4.7	\$ 2.2	\$ 1.9
Interest cost	54.1	67.0	7.9	11.0	0.7	1.0
Expected return on plan assets	(121.7)	(124.3)	(12.1)	(11.5)	—	—
Amortization of losses	47.6	47.3	0.7	1.6	0.5	0.2
Amortization of prior service costs (credits)	0.6	1.2	(1.3)	(1.3)	0.1	0.6
Other adjustments	2.1	5.0	1.3	2.4	3.4	3.3
Settlement or curtailment losses	2.9	11.3	0.7	0.2	—	—
Net expense	\$ 15.6	\$ 41.2	\$ 0.3	\$ 7.1	\$ 6.9	\$ 7.0

In Millions	Defined Benefit Pension Plans		Other Postretirement Benefit Plans		Postemployment Benefit Plans	
	Six-Month Period Ended		Six-Month Period Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Service cost	\$ 60.0	\$ 67.4	\$ 6.2	\$ 9.5	\$ 4.4	\$ 3.8
Interest cost	108.3	134.0	16.0	22.0	1.4	2.0
Expected return on plan assets	(243.5)	(248.6)	(24.2)	(23.1)	—	—
Amortization of losses	95.0	94.7	1.3	3.3	0.9	0.4
Amortization of prior service costs (credits)	1.2	2.4	(2.6)	(2.7)	0.3	1.2
Other adjustments	2.1	5.0	1.3	2.4	6.8	6.5
Settlement or curtailment losses	4.4	11.3	0.7	0.2	—	—
Net expense (income)	\$ 27.5	\$ 66.2	\$ (1.3)	\$ 11.6	\$ 13.8	\$ 13.9

(15) Business Segment Information

We operate in the consumer foods industry. We have three operating segments by type of customer and geographic region as follows: U.S. Retail; International; and Convenience Stores and Foodservice.

Our U.S. Retail segment reflects business with a wide variety of grocery stores, mass merchandisers, membership stores, natural food chains, drug, dollar and discount chains, and e-commerce grocery providers operating throughout the United States. Our product categories in this business segment are ready-to-eat cereals, refrigerated yogurt, soup, meal kits, refrigerated and frozen dough products, dessert and baking mixes, frozen pizza and pizza snacks, grain, fruit and savory snacks, and a wide variety of organic products including meal kits, granola bars, and cereal.

Our International segment consists of retail and foodservice businesses outside of the United States. Our product categories include ready-to-eat cereals, shelf stable and frozen vegetables, meal kits, refrigerated and frozen dough products, dessert and baking mixes, frozen pizza snacks, refrigerated yogurt, grain and fruit snacks, and super-premium ice cream and frozen desserts. We also sell super-premium ice cream and frozen desserts directly to consumers through owned retail shops. Our International segment also includes products manufactured in the United States for export, mainly to Caribbean and Latin American markets, as well as products we manufacture for sale to

our international joint ventures. Revenues from export activities and franchise fees are reported in the region or country where the end customer is located.

In our Convenience Stores and Foodservice segment, our major product categories are ready-to-eat cereals, snacks, refrigerated yogurt, frozen meals, unbaked and fully baked frozen dough products, and baking mixes. Many products we sell are branded to the consumer and nearly all are branded to our customers. We sell to distributors and operators in many customer channels including foodservice, convenience stores, vending, and supermarket bakeries in the United States.

Operating profit for these segments excludes unallocated corporate items, gain or loss on divestitures, and restructuring, impairment, and other exit costs. Unallocated corporate items include corporate overhead expenses, variances to planned domestic employee benefits and incentives, contributions to the General Mills Foundation, asset and liability remeasurement impact of hyperinflationary economies, restructuring initiative project-related costs, and other items that are not part of our measurement of segment operating performance. These include gains and losses arising from the revaluation of certain grain inventories and gains and losses from mark-to-market valuation of certain commodity positions until passed back to our operating segments. These items affecting operating profit are centrally managed at the corporate level and are excluded from the measure of segment profitability reviewed by executive management. Under our supply chain organization, our manufacturing, warehouse, and distribution activities are substantially integrated across our operations in order to maximize efficiency and productivity. As a result, fixed assets and depreciation and amortization expenses are neither maintained nor available by operating segment.

Our operating segment results were as follows:

In Millions	Quarter Ended		Six-Month Period Ended	
	Nov. 27, 2016	Nov. 29, 2015	Nov. 27, 2016	Nov. 29, 2015
Net sales:				
U.S. Retail	\$2,521.3	\$2,761.9	\$4,853.1	\$5,293.1
International	1,103.3	1,157.2	2,233.1	2,356.2
Convenience Stores and Foodservice	487.5	505.8	933.8	983.5
Total	\$4,112.1	\$4,424.9	\$8,020.0	\$8,632.8
Operating profit:				
U.S. Retail	\$ 615.4	\$ 600.4	\$1,209.8	\$1,230.1
International	105.9	136.2	205.9	253.2
Convenience Stores and Foodservice	109.1	102.8	201.8	182.6
Total segment operating profit	830.4	839.4	1,617.5	1,665.9
Unallocated corporate items	19.0	71.5	101.4	154.6
Divestitures loss (gain)	13.5	(199.1)	13.5	(199.1)
Restructuring, impairment, and other exit costs	29.0	61.3	87.9	121.4
Operating profit	\$ 768.9	\$ 905.7	\$1,414.7	\$1,589.0

(16) New Accounting Pronouncements

In the first quarter of fiscal 2017, we adopted new accounting requirements for the presentation of certain investments using the net asset value, providing a practical expedient to exclude such investments from categorization within the fair value hierarchy and separate disclosure. The adoption of this guidance did not impact our results of operations or financial position.

In the first quarter of fiscal 2017, we adopted new accounting requirements which permit reporting entities with a fiscal year-end that does not coincide with a month-end to apply a practical expedient that permits the entity to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end

and apply such practical expedient consistently to all plans. The adoption of this guidance is not expected to have a material impact on our results of operations or financial position.

(17) Subsequent Events

Subsequent to the end of our second quarter, we approved restructuring actions designed to better align our organizational structure with our strategic initiatives. In connection with these actions, we expect to eliminate approximately 400 to 600 positions globally, subject to consultation with employees and employee representatives in locations as required. In the third quarter of fiscal 2017, we expect to record total pre-tax restructuring charges of approximately \$60 to \$90 million, reflecting primarily one-time, cash employee severance expenses. These restructuring actions are expected to be completed by the end of fiscal 2018. We expect to generate \$70 to \$90 million in savings in connection with these actions by the end of fiscal 2018. In addition, we are currently assessing the impact of these organizational structure changes on our reporting segments and expect to begin reporting in modified segments in the third quarter of fiscal 2017.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

INTRODUCTION

This Management’s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the MD&A included in our Annual Report on Form 10-K for the fiscal year ended May 29, 2016 for important background regarding, among other things, our key business drivers. Significant trademarks and service marks used in our business are set forth in *italics* herein. Certain terms used throughout this report are defined in the “Glossary” section below.

CONSOLIDATED RESULTS OF OPERATIONS

Second Quarter Results

In the second quarter of fiscal 2017, operating results reflected challenging net sales performance. However, we continued progress against our cost savings and margin expansion initiatives. The net sales decline of 7 percent was driven by volume reductions in the U.S. Retail and International segments, including the impact of the divestiture of our North American Green Giant product lines (Green Giant), which were partially offset by positive net price realization and mix. Operating profit margin of 18.7 percent was down 180 basis points from year-ago levels primarily driven by a gain from the Green Giant divestiture in fiscal 2016. Adjusted operating profit margin increased 160 basis points to 19.6 percent, driven by the impact of cost savings and spending optimization initiatives. Diluted earnings per share of \$0.80 declined 8 percent compared to the second quarter of fiscal 2016 which included the gain from the Green Giant divestiture. Adjusted diluted earnings per share, which excludes certain items affecting comparability, increased 4 percent to \$0.85 compared to the second quarter last year (see the “Non-GAAP Measures” section below for a description of our use of measures not defined by GAAP).

A summary of our consolidated financial results for the second quarter of fiscal 2017 follows:

Quarter Ended Nov. 27, 2016	In millions, except per share	Quarter Ended Nov. 27, 2016 vs. Nov. 29, 2015	Percent of Net Sales	Constant-Currency Growth (a)
Net sales	\$ 4,112.1	(7)%		
Operating profit	768.9	(15)%	18.7%	
Net earnings attributable to General Mills	481.8	(9)%		
Diluted earnings per share	\$ 0.80	(8)%		
Organic net sales growth rate (a)		(4)%		
Total segment operating profit (a)	830.4	(1)%		Flat
Adjusted operating profit margin (a)			19.6%	
Diluted earnings per share, excluding certain items affecting comparability (a)	\$ 0.85	4%		5%

(a) See the “Non-GAAP Measures” section below for our use of measures not defined by GAAP.

Consolidated **net sales** were as follows:

	Quarter Ended		
	Nov. 27, 2016	Nov. 27, 2016 vs Nov. 29, 2015	Nov. 29, 2015
Net sales (in millions)	\$4,112.1	(7) %	\$4,424.9
Contributions from volume growth (a)		(10) pts	
Net price realization and mix		3 pts	
Foreign currency exchange		Flat	

(a) Measured in tons based on the stated weight of our product shipments.

The 7 percent decline in net sales primarily reflected lower organic net sales and the Green Giant divestiture in fiscal 2016.

Organic net sales declined 4 percent driven by volume declines in the U.S. Retail and International segments, which were partially offset by positive net price realization and mix. To improve comparability of results from period to period, organic net sales exclude the impacts of foreign currency exchange rate fluctuations, as well as acquisitions, divestitures, and a 53rd week of results, when applicable.

Components of organic net sales growth are shown in the following table:

**Quarter Ended Nov. 27, 2016 vs.
Quarter Ended Nov. 29, 2015**

Contributions from organic volume growth (a)	(7) pts
Organic net price realization and mix	3 pts
Organic net sales growth	(4) pts
Foreign currency exchange	Flat
Acquisitions and divestitures (b)	(3) pts
Net sales growth	(7) pts

(a) Measured in tons based on the stated weight of our product shipments.

(b) Primarily the Green Giant divestiture in fiscal 2016.

Cost of sales decreased \$292 million from the second quarter of fiscal 2016 to \$2,593 million. The decrease included a \$269 million decrease attributable to lower volume and a \$12 million increase attributable to product rate and mix. The impact from both volume and product rate and mix included the effects of the divestiture of Green Giant. We recorded a \$29 million net decrease in cost of sales related to the mark-to-market valuation of certain commodity positions and grain inventories in the second quarter of fiscal 2017 compared to a net decrease of \$8 million in the second quarter of fiscal 2016. We recorded \$13 million of restructuring charges in cost of sales in the second quarter of fiscal 2017 compared to \$22 million in the same period last year. We also recorded \$11 million of restructuring initiative project-related costs in the second quarter of fiscal 2017 compared to \$16 million in the same period last year (please refer to Note 3 to the Consolidated Financial Statements in Part I, Item 1 of this report).

Selling, general, and administrative (SG&A) expenses decreased \$65 million to \$708 million in the second quarter of fiscal 2017 compared to the same period in fiscal 2016. The decrease in SG&A expenses primarily reflects a 20 percentage point decrease in media and advertising expense and savings from Project Compass and our other cost management initiatives. SG&A expenses as a percent of net sales in the second quarter of fiscal 2017 decreased 24 basis points compared with the second quarter of fiscal 2016.

Divestiture loss totaled \$14 million from the sale of our Martel, Ohio manufacturing facility during the second quarter of fiscal 2017. Divestiture gain totaled \$199 million from the sale of our Green Giant product lines during the second quarter of fiscal 2016.

Restructuring, impairment, and other exit costs totaled \$29 million in the second quarter of fiscal 2017 compared to \$61 million in the same period last year.

Total charges associated with our current restructuring initiatives were as follows:

In Millions	As Reported			
	Quarter Ended			
	Nov. 27, 2016		Nov. 29, 2015	
	Charge	Cash	Charge	Cash
Closure of Melbourne, Australia plant	\$ 12.0	\$ —	\$ —	\$ —
Restructuring of certain International product lines	6.9	7.1	—	—
Closure of Vineland, New Jersey plant	7.0	1.2	—	—
Project Compass	—	3.7	2.1	16.9
Project Century	15.9	13.0	81.0	7.3
Project Catalyst	—	0.9	—	15.9
Combination of certain operational facilities	—	1.5	—	0.8
Total restructuring charges (a)	41.8	27.4	83.1	40.9
Project-related costs	11.1	11.9	16.2	15.0
Restructuring charges and project-related costs	\$ 52.9	\$39.3	\$ 99.3	\$55.9

(a) Includes \$12.8 million of restructuring charges recorded in cost of sales in fiscal 2017 and \$21.8 million in fiscal 2016.

For further information on these restructuring initiatives, please refer to Note 3 to the Consolidated Financial Statements in Part 1, Item 1 of this report.

Interest, net for the second quarter of fiscal 2017 totaled \$76 million, up \$2 million from fiscal 2016, driven primarily by higher rates, partially offset by lower average debt balances and changes in the mix of debt.

The **effective tax rate** for the second quarter of fiscal 2017 was 32.8 percent compared to 37.4 percent for the second quarter of fiscal 2016. The 4.6 percentage point decrease was primarily related to significant non-deductible expenses related to the Green Giant divestiture in the second quarter of fiscal 2016. Our effective tax rate excluding certain items affecting comparability was 32.4 percent in the second quarter of fiscal 2017 compared to 32.3 percent in the second quarter of fiscal 2016 (see the “Non-GAAP Measures” section below for a description of our use of measures not defined by GAAP).

After-tax earnings from joint ventures for the second quarter of fiscal 2017 increased to \$30 million compared to \$23 million in the same quarter last fiscal year, primarily driven by volume growth and lower SG&A expenses for Cereal Partners Worldwide (CPW) and volume growth and lower input costs for Häagen-Dazs Japan, Inc. (HDJ). On a constant-currency basis, after-tax earnings from joint ventures increased 27 percent (see the “Non-GAAP Measures” section below for a description of our use of measures not defined by GAAP). The change in net sales for each joint venture is set forth in the following table:

	Quarter Ended Nov. 27, 2016		
	Percentage Change in Joint Venture Net Sales as Reported	Impact of Foreign Currency Exchange	Percentage Change in Joint Venture Net Sales on Constant- Currency Basis
CPW	(1)%	(4) pts	3%
HDJ	40 %	19 pts	21%
Joint Ventures	6 %	(1) pts	7%

The components of our joint ventures’ net sales growth are shown in the following table:

Quarter Ended Nov. 27, 2016 vs. Quarter Ended Nov. 29, 2015	CPW	HDJ
Contributions from volume growth (a)	4 pts	18 pts
Net price realization and mix	(1) pt	3 pts
Foreign currency exchange	(4) pts	19 pts
Net sales growth	(1) pt	40 pts

(a) Measured in tons based on the stated weight of our product shipments.

Average diluted shares outstanding decreased by 13 million in the second quarter of fiscal 2017 from the same period a year ago due to the impact of share repurchases, partially offset by option exercises.

Six-Month Results

In the six-month period ended November 27, 2016, operating results reflected challenging net sales performance. However, we continued progress against our cost savings and margin expansion initiatives. The 7 percent decline in net sales was driven by volume reductions in the U.S. Retail and International segments, including the impact of the divestiture of Green Giant, which were partially offset by positive net price realization and mix. Operating profit margin of 17.6 percent was down 80 basis points from year-ago levels primarily driven by a gain from the Green Giant divestiture in fiscal 2016. In the six-month period ended November 27, 2016, we made good progress toward our fiscal 2017 adjusted operating profit margin goal of 18.3 percent with an increase of 120 basis points over the same period in the prior year to 19.4 percent, driven by the impact of cost savings and spending optimization initiatives. For the six-month period ended November 27, 2016, diluted earnings per share of \$1.47 declined 6 percent compared to the same period in fiscal 2016 which included the gain from the Green Giant divestiture. Adjusted diluted earnings per share, which excludes certain items affecting comparability, on a constant-currency basis for the six-month period ended November 27, 2016, increased 2 percent compared to the same period of fiscal 2016 (see the “Non-GAAP Measures” section below for a description of our use of measures not defined by GAAP).

A summary of our consolidated financial results for the six-month period ended November 27, 2016 follows.

Six-Month Period Ended Nov. 27, 2016	In millions, except per share	Six-Month Period Ended Nov. 27, 2016 vs. Nov. 29, 2015	Percent of Net Sales	Constant-Currency Growth (a)
Net sales	\$ 8,020.0	(7)%		
Operating profit	1,414.7	(11)%	17.6%	
Net earnings attributable to General Mills	890.8	(7)%		
Diluted earnings per share	\$ 1.47	(6)%		
Organic net sales growth rate (a)		(4)%		
Total segment operating profit (a)	1,617.5	(3)%		(2)%
Adjusted operating profit margin (a)			19.4%	
Diluted earnings per share, excluding certain items affecting comparability (a)	\$ 1.63	1 %		2%

(a) See the “Non-GAAP Measures” section below for our use of measures not defined by GAAP.

Consolidated **net sales** were as follows:

	Six-Month Period Ended		
	Nov. 27, 2016	Nov. 27, 2016 vs Nov. 29, 2015	Nov. 29, 2015
Net sales (in millions)	\$8,020.0	(7) %	\$8,632.8
Contributions from volume growth (a)		(9) pts	
Net price realization and mix		3 pts	
Foreign currency exchange		(1) pt	

(a) Measured in tons based on the stated weight of our product shipments.

The 7 percent decline in net sales primarily reflected lower organic net sales and the Green Giant divestiture in fiscal 2016.

Organic net sales declined 4 percent driven by volume declines in the U.S. Retail and International segments, which were partially offset by positive net price realization and mix. To improve comparability of results from period to

period, organic net sales exclude the impacts of foreign currency exchange rate fluctuations, as well as acquisitions, divestitures, and a 53rd week of results, when applicable.

Components of organic net sales growth are shown in the following table:

**Six-Month Period Ended Nov. 27, 2016 vs.
Six-Month Period Ended Nov. 29, 2015**

Contributions from organic volume growth (a)	(6) pts
Organic net price realization and mix	2 pts
Organic net sales growth	(4) pts
Foreign currency exchange	(1) pt
Acquisitions and divestitures (b)	(2) pts
Net sales growth	(7) pts

(a) Measured in tons based on the stated weight of our product shipments.

(b) Primarily the Green Giant divestiture in fiscal 2016.

Cost of sales decreased \$454 million from the six-month period ended November 29, 2015, to \$5,084 million. The decrease included a \$482 million decrease attributable to lower volume and a \$52 million increase attributable to product rate and mix. The impact from both volume and product rate and mix included the effects of the divestiture of Green Giant. We recorded \$26 million of restructuring charges in cost of sales in the six-month period ended November 27, 2016, compared to \$44 million in the same period last year. We also recorded \$25 million of restructuring initiative project-related costs in the six-month period ended November 27, 2016 compared to \$29 million in the same period last year (please refer to Note 3 to the Consolidated Financial Statements in Part I, Item 1 of this report). We recorded a \$12 million net decrease in cost of sales related to the mark-to-market valuation of certain commodity positions and grain inventories in the six-month period ended November 27, 2016, compared to a net decrease of \$10 million in the six-month period ended November 29, 2015.

SG&A expenses decreased \$164 million to \$1,420 million in the six-month period ended November 27, 2016, compared to the same period in fiscal 2016. The decrease in SG&A expenses primarily reflects a 22 percentage point decrease in media and advertising expense and cost management initiatives. SG&A expenses as a percent of net sales in the six-month period ended November 27, 2016 decreased 64 basis points compared with the same period of fiscal 2016.

Divestiture loss totaled \$14 million from the sale of our Martel, Ohio manufacturing facility during the second quarter of fiscal 2017. Divestiture gain totaled \$199 million from the sale of our Green Giant product lines during the second quarter of fiscal 2016.

Restructuring, impairment, and other exit costs totaled \$88 million in the six-month period ended November 27, 2016 compared to \$121 million in the same period last year.

Total charges associated with our restructuring initiatives consisted of the following:

In Millions	Six-Month Period Ended				Fiscal 2016 and 2015		Estimated				
	Nov. 27, 2016		Nov. 29, 2015		Total		Future		Total		Savings (b)
	Charge	Cash	Charge	Cash	Charge	Cash	Charge	Cash	Charge	Cash	
Closure of Melbourne, Australia plant	\$ 12.0	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 22	\$ —	\$ 34	\$ —	
Restructuring of certain International product lines	43.3	10.4	—	—	—	—	3	—	46	8	
Closure of Vineland, New Jersey Plant	27.9	1.2	—	—	—	—	38	22	66	23	
Project Compass	1.0	8.0	53.6	25.5	54.7	36.1	3	14	58	58	
Project Century	30.1	20.6	111.2	13.1	364.4	46.1	42	83	436	150	
Project Catalyst	—	0.5	0.2	35.6	140.9	92.8	—	25	141	118	
Combination of certain operational facilities	—	2.6	—	1.0	13.9	11.0	1	—	15	12	
Total restructuring charges (a)	114.3	43.3	165.0	75.2	573.9	186.0	109	144	796	369	
Project-related costs	24.9	28.6	29.3	27.2	70.7	64.2	29	32	125	125	
Restructuring charges and project-related costs	\$ 139.2	\$ 71.9	\$ 194.3	\$ 102.4	\$ 644.6	\$ 250.2	\$ 138	\$ 176	\$ 921	\$ 494	\$ 620

(a) Includes \$26.4 million of restructuring charges recorded in cost of sales during fiscal 2017 and \$43.6 million in 2016.

(b) Cumulative annual savings targeted by fiscal 2018. Includes savings from SG&A cost reduction projects.

For further information on these restructuring initiatives, please refer to Note 3 to the Consolidated Financial Statements in Part 1, Item 1 of this report.

Interest, net for the six-month period ended November 27, 2016, totaled \$149 million, flat to the same period of fiscal 2016.

The **effective tax rate** for the six-month period ended November 27, 2016, was 31.9 percent compared to 35.4 percent for the six-month period ended November 29, 2015. The 3.5 percentage point decrease was primarily due to significant non-deductible expenses related to the Green Giant divestiture in the second quarter of fiscal 2016. Our effective tax rate excluding certain items affecting comparability was 31.9 percent for the six-month period ended November 27, 2016 compared to 32.3 percent in the six-month period ended November 29, 2015 (see the “Non-GAAP Measures” section below for a description of our use of measures not defined by GAAP).

After-tax earnings from joint ventures for the six-month period ended November 27, 2016, increased to \$54 million compared to \$49 million in the same period year in fiscal 2016, primarily driven by lower input costs and favorable foreign currency exchange for HDJ. On a constant-currency basis, after-tax earnings from joint ventures increased 8 percent (see the “Non-GAAP Measures” section below for a description of our use of measures not defined by GAAP). The change in net sales for each joint venture is set forth in the following table:

	Six-Month Period Ended Nov. 27, 2016		
	Percentage Change in Joint Venture Net Sales as Reported	Impact of Foreign Currency Exchange	Percentage Change in Joint Venture Net Sales on Constant-Currency Basis
CPW	(3)%	(5) pts	2%
HDJ	30%	19 pts	11%
Joint Ventures	3%	(1) pts	4%

The components of our joint ventures' net sales growth are shown in the following table:

Six-Month Period Ended Nov. 27, 2016 vs. Six-Month Period Ended Nov. 29, 2015	CPW	HDJ
Contributions from volume growth (a)	3 pts	9 pts
Net price realization and mix	(1) pt	2 pts
Foreign currency exchange	(5) pts	19 pts
Net sales growth	(3) pts	30 pts

(a) Measured in tons based on the stated weight of our product shipments.

Average diluted shares outstanding decreased by 8 million in the six-month period ended November 27, 2016, compared to the same period a year ago due to the impact of share repurchases, partially offset by option exercises.

SEGMENT OPERATING RESULTS

Our businesses are organized into three operating segments: U.S. Retail; International; and Convenience Stores and Foodservice.

U.S. Retail Segment Results

U.S. Retail net sales were as follows:

	Quarter Ended			Six-Month Period Ended		
	Nov. 27, 2016	Nov. 27, 2016 vs Nov. 29, 2015	Nov. 29, 2015	Nov. 27, 2016	Nov. 27, 2016 vs Nov. 29, 2015	Nov. 29, 2015
Net sales (in millions)	\$2,521.3	(9) %	\$2,761.9	\$4,853.1	(8) %	\$5,293.1
Contributions from volume growth (a)		(14) pts			(13) pts	
Net price realization and mix		5 pts			5 pts	

(a) Measured in tons based on the stated weight of our product shipments.

The decrease in U.S. Retail net sales for the quarter and six-month periods ended November 27, 2016 was driven by declines in the Meals, Yogurt, Baking and Cereal operating units, partially offset by growth in the Snacks operating unit. The decline in net sales also includes the impact of the Green Giant divestiture from the Meals operating unit in fiscal 2016.

The components of U.S. Retail organic net sales growth are shown in the following table:

	Quarter Ended Nov. 27, 2016	Six-Month Period Ended Nov. 27, 2016
Contributions from organic volume growth (a)	(10) pts	(9) pts
Organic net price realization and mix	4 pts	4 pts
Organic net sales growth	(6) pts	(5) pts
Acquisitions and divestitures (b)	(3) pts	(3) pts
Net sales growth	(9) pts	(8) pts

(a) Measured in tons based on the stated weight of our product shipments.

(b) Primarily the Green Giant divestiture in fiscal 2016.

The decrease in U.S. Retail contributions from organic volume growth for the quarter and six-month periods ended November 27, 2016 reflect the impact of reduced marketing and trade support and increased competition in key categories.

U.S. Retail net sales percentage change by operating unit are shown in the following table:

	<u>Quarter Ended</u>	<u>Six-Month</u>
	<u>Nov. 27, 2016</u>	<u>Period Ended</u> <u>Nov. 27, 2016</u>
Meals	(17)%	(18)%
Yogurt	(17)	(16)
Cereal	(3)	(4)
Baking Products	(7)	(6)
Snacks	1	2
Total	(9)%	(8)%

Segment operating profit grew 2 percent to \$615 million in the second quarter of fiscal 2017 compared to \$600 million in the same period of fiscal 2016, primarily driven by benefits from cost savings initiatives and a decrease in media and advertising expense.

Segment operating profit decreased 2 percent to \$1,210 million in the six-month period ended November 27, 2016 compared to the same period of fiscal 2016, primarily driven by volume declines and the impact of the Green Giant divestiture, partially offset by a decrease in SG&A expenses, including cost savings initiatives and a decrease in media and advertising expense.

International Segment Results

International net sales were as follows:

	<u>Quarter Ended</u>			<u>Six-Month</u>		
	<u>Nov. 27,</u> <u>2016</u>	<u>Nov. 27, 2016 vs.</u> <u>Nov. 29, 2015</u>	<u>Nov. 29,</u> <u>2015</u>	<u>Nov. 27,</u> <u>2016</u>	<u>Nov. 27, 2016 vs.</u> <u>Nov. 29, 2015</u>	<u>Nov. 29,</u> <u>2015</u>
Net sales (in millions)	\$1,103.3	(5) %	\$1,157.2	\$2,233.1	(5) %	\$2,356.2
Contributions from volume growth (a)		(3) pts			(3) pts	
Net price realization and mix		Flat			1 pt	
Foreign currency exchange		(2) pts			(3) pts	

(a) Measured in tons based on the stated weight of our product shipments.

The 5 percent decline in International net sales for the second quarter of fiscal 2017 was driven by declines in the Canada, Europe, and Asia/Pacific regions, partially offset by an increase in the Latin America region. These results included unfavorable foreign exchange and the divestitures of Green Giant in the Canada region, and our Venezuela subsidiary and Argentina foodservice business in the Latin America region in fiscal 2016.

The 5 percent decline in International net sales for the six-month period ended November 27, 2016 was driven by declines across all regions. These results included the impacts of unfavorable foreign exchange and fiscal 2016 divestitures.

The components of International organic net sales growth are shown in the following table:

	<u>Quarter Ended</u> <u>Nov. 27, 2016</u>	<u>Six-Month</u> <u>Period Ended</u> <u>Nov. 27, 2016</u>
Contributions from organic volume growth (a)	(3) pts	(3) pts
Organic net price realization and mix	2 pts	2 pts
Organic net sales growth	(1) pt	(1) pt
Foreign currency exchange	(2) pts	(3) pts
Acquisitions and divestitures (b)	(2) pts	(1) pt
Net sales growth	(5) pts	(5) pts

(a) Measured in tons based on the stated weight of our product shipments.

(b) Green Giant, Venezuela subsidiary, and Argentina foodservice divestitures in fiscal 2016.

The decrease in International contributions from organic volume growth for the quarter and six-month periods ended November 27, 2016 primarily reflect the impact of declines in Europe and Canada.

International net sales percentage change by region are shown in the following tables:

	<u>Quarter Ended Nov. 27, 2016</u>	
	<u>Percentage Change in</u> <u>Net Sales</u> <u>as Reported</u>	<u>Percentage Change in</u> <u>Net Sales on Constant-</u> <u>Currency Basis (a)</u>
Europe	(7)%	(3)%
Canada	(8)	(7)
Latin America	2	(2)
Asia/Pacific	(3)	Flat
Total	(5)%	(3)%

(a) See the “Non-GAAP Measures” section below for our use of this measure.

	<u>Six-Month Period Ended Nov. 27, 2016</u>	
	<u>Percentage Change in</u> <u>Net Sales</u> <u>as Reported</u>	<u>Percentage Change in</u> <u>Net Sales on Constant</u> <u>Currency Basis (a)</u>
Europe	(8)%	(4)%
Canada	(6)	(5)
Asia/Pacific	(3)	1
Latin America	(1)	Flat
Total	(5)%	(3)%

(a) See the “Non-GAAP Measures” section below for our use of this measure.

Segment operating profit decreased 22 percent to \$106 million in the second quarter of fiscal 2017 compared to \$136 million in the same period of fiscal 2016. Segment operating profit decreased 19 percent to \$206 million in the six-month period ended November 27, 2016, compared to \$253 million in the same period of fiscal 2016. These results were primarily driven by currency-driven inflation on imported products in certain markets and the impact of the Green Giant divestiture. International segment operating profit decreased 18 percent on a constant-currency basis in the second quarter of fiscal 2017 compared to the second quarter of fiscal 2016. International segment operating

profit for the six-month period ended November 27, 2016, decreased 15 percent on a constant-currency basis compared to the same period of fiscal 2016 (see the “Non-GAAP Measures” section below for our use of this measure not defined by GAAP).

Convenience Stores and Foodservice Segment Results

Convenience Stores and Foodservice net sales were as follows:

	<u>Quarter Ended</u>			<u>Six-Month Period Ended</u>		
	<u>Nov. 27, 2016</u>	<u>Nov. 27, 2016 vs Nov. 29, 2015</u>	<u>Nov. 29, 2015</u>	<u>Nov. 27, 2016</u>	<u>Nov. 27, 2016 vs Nov. 29, 2015</u>	<u>Nov. 29, 2015</u>
Net sales (in millions)	\$ 487.5	(4) %	\$ 505.8	\$ 933.8	(5) %	\$ 983.5
Contributions from volume growth (a)		Flat			(1) pt	
Net price realization and mix		(4) pts			(4) pts	

(a) Measured in tons based on the stated weight of our product shipments.

The 4 percent decline in Convenience Stores and Foodservice net sales in the second quarter of fiscal 2017 was driven by market index pricing on bakery flour, partially offset by an increase in the Focus 6 platforms.

The 5 percent decline in Convenience Stores and Foodservice net sales in the six-month period ended November 27, 2016 was driven by market index pricing on bakery flour and lower volume, partially offset by an increase in the Focus 6 platforms.

The components of Convenience Stores and Foodservice organic net sales growth are shown in the following table:

	<u>Quarter Ended</u>	<u>Six-Month Period Ended</u>
	<u>Nov. 27, 2016</u>	<u>Nov. 27, 2016</u>
Contributions from organic volume growth (a)	Flat	(1) pt
Organic net price realization and mix	(4) pts	(4) pts
Organic net sales growth	(4) pts	(5) pts
Acquisitions and divestitures	NM	NM
Net sales growth	(4) pts	(5) pts

(a) Measured in tons based on the stated weight of our product shipments.

Segment operating profit increased 6 percent to \$109 million in the second quarter of fiscal 2017 compared to \$103 million in the second quarter of fiscal 2016. These results were primarily driven by cost savings initiatives, lower input costs, and higher grain merchandising earnings.

Segment operating profit increased by 11 percent to \$202 million for the six-month period ended November 27, 2016 from \$183 million in the same period last year. These results were primarily driven by cost savings initiatives, lower input costs, and higher grain merchandise earnings.

UNALLOCATED CORPORATE ITEMS

Unallocated corporate expense totaled \$19 million in the second quarter of fiscal 2017 compared to \$72 million in the same period in fiscal 2016. In the second quarter of fiscal 2017, we recorded \$13 million of restructuring charges and \$11 million of restructuring initiative project-related costs in cost of sales compared to \$22 million of restructuring charges and \$16 million of restructuring initiative project-related costs in cost of sales in the same period last year. In addition, we recorded a \$29 million net decrease in expense related to the mark-to-market

valuation of certain commodity positions and grain inventories in the second quarter of fiscal 2017 compared to an \$8 million net decrease in expense in the same period last year.

Unallocated corporate expense totaled \$101 million in the six-month period ended November 27, 2016, compared to \$155 million in the same period last year. In the six-month period ended November 27, 2016, we recorded \$26 million of restructuring charges and \$25 million of restructuring initiative project-related costs compared to \$44 million of restructuring charges and \$29 million of restructuring initiative project-related costs in the same period last year. In addition, we recorded a \$12 million net decrease in expense related to the mark-to-market valuation of certain commodity positions and grain inventories in the six-month period ended November 27, 2016, compared to a \$10 million net decrease in expense in the same period a year ago.

LIQUIDITY

During the six-month period ended November 27, 2016, cash provided by operations was \$988 million compared to \$1,156 million in the same period last year. The \$168 million decrease is primarily driven by a \$429 million change in current assets and liabilities. The \$429 million change in current assets and liabilities is primarily due to changes in other current liabilities, which was largely driven by changes in trade and advertising accruals and income taxes payable. Additionally, we recorded a \$14 million loss on a divestiture in the second quarter of fiscal 2017 compared to a \$199 million gain on divestiture in the same period last year.

Cash used by investing activities during the six-month period ended November 27, 2016, was \$280 million, compared to cash provided by investing activities of \$523 million in the same period in fiscal 2016. Investments of \$318 million in land, buildings and equipment in the six-month period ended November 27, 2016 increased \$25 million compared to the same period a year ago. Additionally, in the second quarter of fiscal 2016, we sold our Green Giant product lines for proceeds of \$823 million.

Cash used by financing activities during the six-month period ended November 27, 2016, was \$629 million compared to \$1,342 million in the same period last year. We had \$1,165 million of net debt issuances in the first six months of fiscal 2017 compared to \$294 million of net debt payments in the same period a year ago. We paid \$1,350 million in cash to repurchase common stock and paid \$576 million of dividends in the first six months of fiscal 2017 compared to \$537 million and \$531 million, respectively, in the same period last year.

As of November 27, 2016, we had \$746 million of cash and cash equivalents held in foreign jurisdictions which will be used to fund foreign operations and potential acquisitions. There is currently no need to repatriate these funds in order to meet domestic funding obligations or scheduled cash distributions. If we choose to repatriate historical earnings from foreign jurisdictions, we intend to do so only in a tax-neutral manner.

CAPITAL RESOURCES

Our capital structure was as follows:

In Millions	Nov. 27, 2016	May 29, 2016
Notes payable	\$ 1,421.7	\$ 269.8
Current portion of long-term debt	1,507.6	1,103.4
Long-term debt	6,542.0	7,057.7
Total debt	9,471.3	8,430.9
Redeemable interest	801.7	845.6
Noncontrolling interests	345.2	376.9
Stockholders' equity	4,180.6	4,930.2
Total capital	\$14,798.8	\$14,583.6

To ensure availability of funds, we maintain bank credit lines sufficient to cover our outstanding notes payable. Commercial paper is a continuing source of short-term financing. We have commercial paper programs available to us in the United States and Europe. We also have committed, uncommitted, and asset-backed credit lines that support our foreign operations.

The following table details the fee-paid committed and uncommitted credit lines we had available as of November 27, 2016:

In Billions	Facility Amount	Borrowed Amount
Credit facility expiring:		
May 2021	\$ 2.7	\$ —
June 2019	<u>0.2</u>	<u>0.1</u>
Total committed credit facilities	2.9	0.1
Uncommitted credit facilities	0.4	0.1
Total committed and uncommitted credit facilities	\$ 3.3	\$ 0.2

The third-party holder of the General Mills Cereals, LLC (GMC) Class A Interests receives quarterly preferred distributions from available net income based on the application of a floating preferred return rate to the holder's capital account balance established in the most recent mark-to-market valuation (currently \$252 million). On June 1, 2015, the floating preferred return rate on GMC's Class A Interests was reset to the sum of three-month LIBOR plus 125 basis points. The preferred return rate is adjusted every three years through a negotiated agreement with the Class A Interest holder or through a remarketing auction.

We have an option to purchase the Class A Interests for consideration equal to the then current capital account value, plus any unpaid preferred return and the prescribed make-whole amount. If we purchase these interests, any change in the third-party holder's capital account from its original value will be charged directly to retained earnings and will increase or decrease the net earnings used to calculate EPS in that period.

We have a 51 percent controlling interest in Yoplait SAS and a 50 percent interest in Yoplait Marques SNC and Liberté Marques Sàrl. Sodiaal holds the remaining interests in each of these entities. We consolidate these entities into our consolidated financial statements. As of November 27, 2016, we recorded Sodiaal's 50 percent interests in Yoplait Marques SNC and Liberté Marques Sàrl as noncontrolling interests, and the redemption value of its 49 percent interest in Yoplait SAS as a redeemable interest on our Consolidated Balance Sheets. These euro- and Canadian dollar-denominated interests are reported in U.S. dollars on our Consolidated Balance Sheets. Sodiaal has the ability to put all or a portion of its redeemable interest to us at fair value once per year, up to three times before December 2024. As of November 27, 2016, the redemption value of the redeemable interest was \$802 million, which approximates its fair value.

Certain of our long-term debt agreements, our credit facilities, and our noncontrolling interests contain restrictive covenants. As of November 27, 2016, we were in compliance with all of these covenants.

We have \$1,508 million of long-term debt maturing in the next 12 months that is classified as current, including \$1,000 million of 5.7 percent fixed rate notes due February 2017. We believe that cash flows from operations, together with available short- and long-term debt financing, will be adequate to meet our liquidity and capital needs for at least the next 12 months.

OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

There were no material changes outside the ordinary course of our business in our contractual obligations or off-balance sheet arrangements during the second quarter of fiscal 2017.

SIGNIFICANT ACCOUNTING ESTIMATES

Our significant accounting policies are described in Note 2 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended May 29, 2016. The accounting policies used in preparing our interim fiscal 2017 Consolidated Financial Statements are the same as those described in our Form 10-K.

Our significant accounting estimates are those that have meaningful impact on the reporting of our financial condition and results of operations. These estimates include our accounting for promotional expenditures, valuation of long-lived assets, intangible assets, redeemable interest, stock-based compensation, income taxes, and defined benefit pension, other postretirement benefit, and postemployment benefit plans. The assumptions and methodologies used in the determination of those estimates as of November 27, 2016, are the same as those described in our Annual Report on Form 10-K for the fiscal year ended May 29, 2016, except as described in Note 14 to the Consolidated Financial Statements in Part I, Item 1 of this report.

We tested our goodwill and brand intangible assets for impairment on the first day of the second quarter of fiscal 2017. As of our annual impairment assessment date, there was no impairment of any of our intangible assets as their related fair values were substantially in excess of the carrying values, except for the *Immaculate Baking* brand and the Latin America reporting unit. The excess fair value above the carrying value of this brand asset and reporting unit is as follows:

In Millions	Carrying Value	Excess Fair Value Above Carrying Value
<i>Immaculate Baking</i>	\$ 12.0	17%
Latin America	\$ 523.0	15%

In addition, while having significant coverage as of our fiscal 2017 assessment date, the *Progreso*, *Green Giant* and *Food Should Taste Good* brand assets had risk of decreasing coverage. We will continue to monitor these businesses for potential impairment.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In October 2016, the Financial Accounting Standards Board (FASB) issued new accounting requirements related to the recognition of income taxes resulting from intra-entity transfers of assets other than inventory. This will result in the recognition of the income tax consequences resulting from the intra-entity transfer of assets in our Consolidated Statements of Earnings in the period of the transfer. The requirements of the new standard are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those annual periods, which for us is the first quarter of fiscal 2019. Early adoption is permitted. We are in the process of analyzing the impact on our results of operations and financial position.

In March 2016, the FASB issued new accounting requirements for the accounting and presentation of stock-based payments. This will result in realized windfall and shortfall tax benefits upon exercise or vesting of stock-based awards being recorded in our Consolidated Statements of Earnings in addition to other presentation changes. The requirements of the new standard are effective for annual reporting periods beginning after December 15, 2016, and interim periods within those annual periods, which for us is the first quarter of fiscal 2018. Early adoption is permitted. We are in the process of analyzing the impact on our results of operations and financial position.

In February 2016, the FASB issued new accounting requirements for accounting, presentation and classification of leases. This will result in most leases being capitalized as a right of use asset with a related liability on our Consolidated Balance Sheets. The requirements of the new standard are effective for annual reporting periods beginning after December 15, 2018, and interim periods within those annual periods, which for us is the first quarter of fiscal 2020. We are in the process of analyzing the impact on our results of operations and financial position.

In May 2014, the FASB issued new accounting requirements for the recognition of revenue from contracts with customers. The requirements of the new standard and its subsequent amendments are effective for annual reporting

periods beginning after December 15, 2017, and interim periods within those annual periods, which for us is the first quarter of fiscal 2019. We do not expect this guidance to have a material impact on our results of operations or financial position.

NON-GAAP MEASURES

We have included in this report measures of financial performance that are not defined by GAAP. We believe that these measures provide useful information to investors and include these measures in other communications to investors.

For each of these non-GAAP financial measures, we are providing below a reconciliation of the differences between the non-GAAP measure and the most directly comparable GAAP measure, an explanation of why we believe the non-GAAP measure provides useful information to investors and any additional purposes for which we use the non-GAAP measure. These non-GAAP measures should be viewed in addition to, and not in lieu of, the comparable GAAP measure.

Our fiscal 2017 outlook for adjusted operating profit margin is a non-GAAP financial measure that excludes, or has otherwise been adjusted for, items impacting comparability, including the effect of restructuring charges, project-related costs, mark-to-market effects, and divestitures. We are not able to reconcile this forward-looking non-GAAP financial measure to its most directly comparable forward-looking GAAP financial measure without unreasonable efforts because we are unable to predict with a reasonable degree of certainty the actual impact of changes in commodity prices or the timing of divestitures, and restructuring actions throughout fiscal 2017. The unavailable information could have a significant impact on our fiscal 2017 GAAP financial results.

Organic Net Sales Growth Rates

This measure is used in reporting to our executive management and as a component of the Board of Directors' measurement of our performance for incentive compensation purposes. We provide organic net sales growth rates for our consolidated net sales and segment net sales. We believe that organic net sales growth rates provide useful information to investors because they provide transparency to underlying performance in our net sales by excluding the effect that foreign currency exchange rate fluctuations, as well as acquisitions, divestitures, and a 53rd week, when applicable, have on year-to-year comparability. A reconciliation of these measures to reported net sales growth rates, the relevant GAAP measures, are included in our Consolidated Results of Operations and Segment Operating Results discussions in the MD&A above.

Total Segment Operating Profit and Related Constant-Currency Growth Rate

This measure is used in reporting to our executive management and as a component of the Board of Directors' measurement of our performance for incentive compensation purposes. We believe that this measure provides useful information to investors because it is the profitability measure we use to evaluate segment performance. A reconciliation of this measure to operating profit, the relevant GAAP measure, is included in Note 15 to the Consolidated Financial Statements in Part I, Item 1 of this report.

Constant-currency total segment operating profit growth is calculated as follows:

	Percentage Change in Total Segment Operating Profit as Reported	Impact of Foreign Currency Exchange	Percentage Change in Total Segment Operating Profit on a Constant-Currency Basis
Quarter Ended Nov. 27, 2016	(1)%	(1)pt	Flat
Six-Month Period Ended Nov. 27, 2016	(3)%	(1)pt	(2)%

Adjusted Operating Profit as a Percent of Net Sales (Adjusted Operating Profit Margin) Excluding Certain Items Affecting Comparability

We believe this measure provides useful information to investors because it is important for assessing our operating profit margin on a comparable basis. The adjustments are either items resulting from infrequently occurring events or items that, in management's judgment, significantly affect the year-over-year assessment of operating results.

In Millions	Quarter Ended			
	Nov. 27, 2016		Nov. 29, 2015	
	Value	Percent of Net Sales	Value	Percent of Net Sales
Operating profit as reported	\$ 768.9	18.7%	\$ 905.7	20.5%
Mark-to-market effects (a)	(29.1)	(0.7)%	(7.7)	(0.2)%
Restructuring charges (b)	41.8	1.0%	83.1	1.9%
Project-related costs (b)	11.1	0.3%	16.2	0.3%
Divestitures loss (gain) (c)	13.5	0.3%	(199.1)	(4.5)%
Adjusted operating profit	\$ 806.2	19.6%	\$ 798.2	18.0%

In Millions	Six-Month Period Ended			
	Nov. 27, 2016		Nov. 29, 2015	
	Value	Percent of Net Sales	Value	Percent of Net Sales
Comparisons as a % of Net Sales				
Operating profit as reported	\$1,414.7	17.6%	\$1,589.0	18.4%
Mark-to-market effects (a)	(12.5)	(0.1)%	(10.4)	(0.1)%
Restructuring costs (b)	114.3	1.4%	165.0	1.9%
Project-related costs (b)	24.9	0.3%	29.3	0.3%
Divestitures loss (gain) (c)	13.5	0.2%	(199.1)	(2.3)%
Adjusted operating profit	\$1,554.9	19.4%	\$1,573.8	18.2%

(a) See Note 6 to the Consolidated Financial Statements in Part I, Item 1 of this report.

(b) See Note 3 to the Consolidated Financial Statements in Part I, Item 1 of this report.

(c) See Note 2 to the Consolidated Financial Statements in Part I, Item 1 of this report.

Diluted EPS Excluding Certain Items Affecting Comparability and Related Constant-Currency Growth Rate

This measure is used in reporting to our executive management and as a component of the Board of Directors' measurement of our performance for incentive compensation purposes. We believe that this measure provides useful information to investors because it is the profitability measure we use to evaluate earnings performance on a comparable year-over-year basis. The adjustments are either items resulting from infrequently occurring events or items that, in management's judgment, significantly affect the year-over-year assessment of operating results.

The reconciliation of our GAAP measure, diluted EPS, to diluted EPS excluding certain items affecting comparability and the related constant-currency growth rate follows:

Per Share Data	Quarter Ended			Six-Month Period Ended		
	Nov. 27, 2016	Nov. 29, 2015	Change	Nov. 27, 2016	Nov. 29, 2015	Change
Diluted earnings per share, as reported	\$ 0.80	\$ 0.87	(8)%	\$ 1.47	\$ 1.56	(6)%
Mark-to-market effects (a)	(0.03)	(0.01)		(0.01)	(0.01)	
Divestitures loss (gain) (b)	0.01	(0.14)		0.01	(0.14)	
Restructuring costs (c)	0.05	0.08		0.13	0.17	
Project-related costs (c)	0.02	0.02		0.03	0.03	
Diluted earnings per share, excluding certain items affecting comparability	\$ 0.85	\$ 0.82	4%	\$ 1.63	\$ 1.61	1%
Foreign currency exchange impact			(1)%			(1)%
Diluted earnings per share growth, excluding certain items affecting comparability, on a constant-currency basis			5%			2%

(a) See Note 6 to the Consolidated Financial Statements in Part I, Item 1 of this report.

(b) See Note 2 to the Consolidated Financial Statements in Part I, Item 1 of this report.

(c) See Note 3 to the Consolidated Financial Statements in Part I, Item 1 of this report.

See our reconciliation below of the effective income tax rate as reported to the effective income tax rate excluding certain items affecting comparability for the tax impact of each item affecting comparability.

Constant-Currency After-tax Earnings from Joint Ventures Growth Rates

We believe that this measure provides useful information to investors because it provides transparency to underlying performance of our joint ventures by excluding the effect that foreign currency exchange rate fluctuations have on year-to-year comparability given volatility in foreign currency exchange markets.

After-tax earnings from joint ventures growth rate on a constant-currency basis is calculated as follows:

	Percentage Change in After-tax Earnings from Joint Ventures as Reported	Impact of Foreign Currency Exchange	Percentage Change in After-tax Earnings from Joint Ventures on Constant-Currency Basis
Quarter Ended Nov. 27, 2016	28%	1pts	27%
Six-Month Period Ended Nov. 27, 2016	10%	2pts	8%

Net Sales Growth Rates for Our International Segment on Constant-Currency Basis

We believe that this measure of our International segment and region net sales provides useful information to investors because it provides transparency to the underlying performance in markets outside the United States by excluding the effect that foreign currency exchange rate fluctuations have on year-to-year comparability given volatility in foreign currency exchange markets.

Net sales growth rates for our International segment on a constant-currency basis are calculated as follows:

Quarter Ended Nov. 27, 2016			
	Percentage Change in Net Sales as Reported	Impact of Foreign Currency Exchange	Percentage Change in Net Sales on Constant- Currency Basis
Europe	(7)%	(4)pts	(3)%
Canada	(8)	(1)	(7)
Latin America	2	4	(2)
Asia/Pacific	(3)	(3)	Flat
Total International	(5)%	(2)pts	(3)%

Six-Month Period Ended Nov. 27, 2016			
	Percentage Change in Net Sales as Reported	Impact of Foreign Currency Exchange	Percentage Change in Net Sales on Constant- Currency Basis
Europe	(8)%	(4)pts	(4)%
Canada	(6)	(1)	(5)
Asia/Pacific	(3)	(4)	1
Latin America	(1)	(1)	Flat
Total International	(5)%	(2)pts	(3)%

Constant-Currency International Segment Operating Profit Growth Rates

We believe that this measure provides useful information to investors because it provides transparency to underlying performance of the International segment by excluding the effect that foreign currency exchange rate fluctuations have on year-to-year comparability given volatility in foreign currency exchange markets.

International segment operating profit growth rates on a constant-currency basis are calculated as follows:

	Percentage Change in International Segment Operating Profit as Reported	Impact of Foreign Currency Exchange	Percentage Change in International Segment Operating Profit on Constant-Currency Basis
Quarter Ended Nov. 27, 2016	(22)%	(4)pts	(18)%
Six-Month Period Ended Nov. 27, 2016	(19)%	(4)pts	(15)%

Effective Income Tax Rate Excluding Certain Items Affecting Comparability

We believe this measure provides useful information to investors because it is important for assessing the effective tax rate excluding certain items affecting comparability and presents the income tax effects of certain items affecting comparability.

Effective income tax rates excluding certain items affecting comparability are calculated as follows:

In Millions	Quarter Ended				Six-Month Period Ended			
	Nov. 27, 2016		Nov. 29, 2015		Nov. 27, 2016		Nov. 29, 2015	
	Pretax Earnings (a)	Income Taxes	Pretax Earnings (a)	Income Taxes	Pretax Earnings (a)	Income Taxes	Pretax Earnings (a)	Income Taxes
As reported	\$ 693.4	\$ 227.4	\$ 831.9	\$ 311.5	\$ 1,265.3	\$ 404.0	\$ 1,439.9	\$ 510.1
Mark-to-market effects (b)	(29.1)	(10.7)	(7.7)	(2.8)	(12.5)	(4.6)	(10.4)	(3.8)
Restructuring charges (c)	41.8	11.5	83.1	30.3	114.3	35.7	165.0	53.9
Project-related costs (c)	11.1	4.0	16.2	5.9	24.9	9.0	29.3	10.8
Divestitures loss (gain) (d)	13.5	4.3	(199.1)	(111.0)	13.5	4.3	(199.1)	(111.0)
As adjusted	\$ 730.7	\$ 236.5	\$ 724.4	\$ 233.9	\$ 1,405.5	\$ 448.4	\$ 1,424.7	\$ 460.0
Effective tax rate:								
As reported		32.8%		37.4%		31.9%		35.4%
As adjusted		32.4%		32.3%		31.9%		32.3%
Sum of adjustment to income taxes		\$ 9.1		\$ (77.6)		\$ 44.4		\$ (50.1)
Average number of common shares - diluted EPS		599.7		612.4		606.0		614.1
Impact of income tax adjustments on diluted EPS excluding certain items affecting comparability		\$ 0.02		\$ (0.13)		\$ 0.07		\$ (0.08)

- (a) Earnings before income taxes and after-tax earnings from joint ventures.
- (b) See Note 6 to the Consolidated Financial Statements in Part I, Item 1 of this report.
- (c) See Note 3 to the Consolidated Financial Statements in Part I, Item 1 of this report.
- (d) See Note 2 to the Consolidated Financial Statements in Part I, Item 1 of this report.

GLOSSARY

Accelerated depreciation associated with restructured assets. The increase in depreciation expense caused by updating the salvage value and shortening the useful life of depreciable fixed assets to coincide with the end of production under an approved restructuring plan, but only if impairment is not present.

Adjusted operating profit margin. Operating profit adjusted for certain items affecting year-over-year comparability, divided by net sales.

AOCI. Accumulated other comprehensive income (loss).

Constant currency. Financial results translated to U.S. dollars using constant foreign currency exchange rates based on the rates in effect for the comparable prior-year period. To present this information, current period results for entities reporting in currencies other than United States dollars are translated into United States dollars at the average exchange rates in effect during the corresponding period of the prior fiscal year, rather than the actual average exchange rates in effect during the current fiscal year. Therefore, the foreign currency impact is equal to current year results in local currencies multiplied by the change in the average foreign currency exchange rate between the current fiscal period and the corresponding period of the prior fiscal year.

Derivatives. Financial instruments such as futures, swaps, options, and forward contracts that we use to manage our risk arising from changes in commodity prices, interest rates, foreign exchange rates, and stock prices.

Euribor. Euro Interbank Offered Rate.

Fair value hierarchy. For purposes of fair value measurement, we categorize assets and liabilities into one of three levels based on the assumptions (inputs) used in valuing the asset or liability. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

Level 3: Unobservable inputs reflecting management's assumptions about the inputs used in pricing the asset or liability.

Fixed charge coverage ratio. The sum of earnings before income taxes and fixed charges (before tax), divided by the sum of the fixed charges (before tax) and interest.

Focus 6 platforms. The Focus 6 platforms for the Convenience Stores and Foodservice segment consist of cereal, yogurt, snacks, frozen meals, biscuits, and baking mixes.

Foundation businesses. Foundation businesses consist primarily of refrigerated dough, desserts, and soup in our U.S. Retail segment and bakery flour and frozen dough products in our Convenience Stores and Foodservice segment, as well as other product lines not included in Growth businesses.

Generally Accepted Accounting Principles (GAAP). Guidelines, procedures, and practices that we are required to use in recording and reporting accounting information in our financial statements.

Goodwill. The difference between the purchase price of acquired companies plus the fair value of any noncontrolling and redeemable interests and the related fair values of net assets acquired.

Growth businesses. Growth businesses include cereal, snack bars, the natural and organic portfolio, hot snacks, Mexican products, and yogurt in our U.S. Retail segment; our International segment; and cereal, yogurt, snacks, frozen meals, biscuits, and baking mixes in our Convenience Stores and Foodservice segment.

Hedge accounting. Accounting for qualifying hedges that allows changes in a hedging instrument's fair value to offset corresponding changes in the hedged item in the same reporting period. Hedge accounting is permitted for certain hedging instruments and hedged items only if the hedging relationship is highly effective, and only prospectively from the date a hedging relationship is formally documented.

Interest bearing instruments. Notes payable, long-term debt, including current portion, cash and cash equivalents, and certain interest bearing investments classified within prepaid expenses and other current assets and other assets.

LIBOR. London Interbank Offered Rate.

Mark-to-market. The act of determining a value for financial instruments, commodity contracts, and related assets or liabilities based on the current market price for that item.

Net mark-to-market valuation of certain commodity positions. Realized and unrealized gains and losses on derivative contracts that will be allocated to segment operating profit when the exposure we are hedging affects earnings.

Net price realization. The impact of list and promoted price changes, net of trade and other price promotion costs.

Noncontrolling interests. Interests of subsidiaries held by third parties.

Notional principal amount. The principal amount on which fixed-rate or floating-rate interest payments are calculated.

OCI. Other Comprehensive Income.

Organic net sales growth. Net sales growth adjusted for foreign currency translation, as well as acquisitions, divestitures, and a 53rd week impact, when applicable.

Project-related costs. Costs incurred related to our restructuring initiatives not included in restructuring charges.

Redeemable interest. Interest of subsidiaries held by a third party that can be redeemed outside of our control and therefore cannot be classified as a noncontrolling interest in equity.

Total debt. Notes payable and long-term debt, including current portion.

Translation adjustments. The impact of the conversion of our foreign affiliates' financial statements to U.S. dollars for the purpose of consolidating our financial statements.

CAUTIONARY STATEMENT RELEVANT TO FORWARD-LOOKING INFORMATION FOR THE PURPOSE OF "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This report contains or incorporates by reference forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on our current expectations and assumptions. We also may make written or oral forward-looking statements, including statements contained in our filings with the Securities and Exchange Commission and in our reports to stockholders.

The words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "plan," "project," or similar expressions identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results and those currently anticipated or projected. We wish to caution you not to place undue reliance on any such forward-looking statements.

In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we are identifying important factors that could affect our financial performance and could cause our actual results in future periods to differ materially from any current opinions or statements.

Our future results could be affected by a variety of factors, such as: competitive dynamics in the consumer foods industry and the markets for our products, including new product introductions, advertising activities, pricing actions, and promotional activities of our competitors; economic conditions, including changes in inflation rates, interest rates, tax rates, or the availability of capital; product development and innovation; consumer acceptance of new products and product improvements; consumer reaction to pricing actions and changes in promotion levels; acquisitions or dispositions of businesses or assets; changes in capital structure; changes in the legal and regulatory environment, including labeling and advertising regulations and litigation; impairments in the carrying value of goodwill, other intangible assets, or other long-lived assets, or changes in the useful lives of other intangible assets; changes in accounting standards and the impact of significant accounting estimates; product quality and safety issues, including recalls and product liability; changes in consumer demand for our products; effectiveness of advertising, marketing, and promotional programs; changes in consumer behavior, trends, and preferences, including weight loss trends; consumer perception of health-related issues, including obesity; consolidation in the retail environment; changes in purchasing and inventory levels of significant customers; fluctuations in the cost and availability of supply chain resources, including raw materials, packaging, and energy; disruptions or inefficiencies in the supply chain; effectiveness of restructuring and cost saving initiatives; volatility in the market value of derivatives used to manage price risk for certain commodities; benefit plan expenses due to changes in plan asset values and discount rates used to determine plan liabilities; failure or breach of our information technology systems; foreign economic conditions, including currency rate fluctuations; and political unrest in foreign markets and economic uncertainty due to terrorism or war.

You should also consider the risk factors that we identify in Item 1A of Part I of our Annual Report on Form 10-K for the fiscal year ended May 29, 2016, which could also affect our future results.

We undertake no obligation to publicly revise any forward-looking statements to reflect events or circumstances after the date of those statements or to reflect the occurrence of anticipated or unanticipated events.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The estimated maximum potential value-at-risk arising from a one-day loss in fair value for our interest rate, foreign exchange, commodity, and equity market-risk-sensitive instruments outstanding as of November 27, 2016 was \$25 million, \$21 million, \$2 million, and \$1 million, respectively. During the six-month period ended November 27, 2016, the interest rate, foreign exchange, and commodity value-at-risk decreased by \$8 million, \$7 million, and \$1 million, respectively, while the equity value-at-risk was flat compared to this measure as of May 29, 2016. The value-at-risk for interest rate and foreign exchange decreased due to lower volatility, while value-at-risk for commodity positions was up due to higher market volatility. For additional information, see Item 7A of Part II of our Annual Report on Form 10-K for the fiscal year ended May 29, 2016.

Item 4. Controls and Procedures.

We, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based on our evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of November 27, 2016, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is (1) recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during the quarter ended November 27, 2016 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table sets forth information with respect to shares of our common stock that we purchased during the quarter ended November 27, 2016:

Period	Total Number of Shares Purchased (a)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program (b)	Maximum Number of Shares that may yet be Purchased Under the Program (b)
August 29, 2016- October 2, 2016	5,693,414	\$ 67.52	5,693,414	64,461,405
October 3, 2016- October 30, 2016	5,086,196	62.08	5,086,196	59,375,209
October 31, 2016- November 27, 2016	4,071,840	61.40	4,071,840	55,303,369
Total	14,851,450	\$ 63.98	14,851,450	55,303,369

- (a) The total number of shares purchased includes: (i) shares purchased on the open market; and (ii) shares withheld for the payment of withholding taxes upon the distribution of deferred option units.
- (b) On May 6, 2014, our Board of Directors approved an authorization for the repurchase of up to 100,000,000 shares of our common stock. Purchases can be made in the open market or in privately negotiated transactions, including the use of call options and other derivative instruments, Rule 10b5-1 trading plans, and accelerated repurchase programs. The Board did not specify an expiration date for the authorization.

- Item 6. Exhibits.
- 10.1 2016 Compensation Plan for Non-Employee Directors.
 - 12.1 Computation of Ratio of Earnings to Fixed Charges.
 - 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 101 Financial Statements from the Quarterly Report on Form 10-Q of the Company for the quarter ended November 27, 2016, formatted in Extensible Business Reporting Language: (i) Consolidated Statements of Earnings; (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets; (iv) Consolidated Statements of Total Equity and Redeemable Interest; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements.

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 thereunto duly authorized.

GENERAL MILLS, INC.

(Registrant)

Date December 20, 2016

/s/ Jerald A. Young

Jerald A. Young

Vice President, Controller

(Principal Accounting Officer and Duly Authorized Officer)

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
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GENERAL MILLS, INC.
2016 COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS

1. PURPOSE

The purpose of the Plan is to provide a compensation program which will attract and retain qualified individuals not employed by General Mills, Inc. (the “Company”) and its subsidiaries to serve on the Board of Directors of the Company (the “Board”) and to further align the interests of non-employee directors with those of the stockholders by providing that a portion of compensation will be linked directly to increases in stockholder value.

2. EFFECTIVE DATE, DURATION OF PLAN

This Plan shall become effective as of September 27, 2016 subject to the approval of the Plan by the stockholders. Awards may be made under the Plan until September 30, 2026 or such earlier date as determined by the Board or the Compensation Committee of the Board (the “Committee”); provided that no such termination shall affect rights earned or accrued under the Plan prior to the date of termination.

3. DEFINITIONS

Wherever used in this Plan, the following terms have the meanings set forth below:

“Board” has the meaning set forth in Section 1.

“Business Day” means a day on which the New York Stock Exchange is open for trading.

“Change of Control” has the meaning set forth in Section 10.

“Code” means the Internal Revenue Code of 1986, as amended.

“Committee” has the meaning set forth in Section 2.

“Common Stock” means Company common stock (\$.10 par value per share).

“Company” has the meaning set forth in Section 1.

“Deferred Compensation Account” has the meaning set forth in Section 6(d).

“Election Form” means a written form provided by the Company pursuant to which a Participant may elect the form and timing of distributions with respect to his or her retainer, Stock Units and dividend equivalents under the Plan.

“Fair Market Value” means the closing price on the New York Stock Exchange of the Common Stock on the applicable date (or the preceding Business Day if the applicable date is not a Business Day).

“Key Employee” means a Participant treated as a “specified employee” as of his Separation from Service under Code Section 409A(a)(2)(B)(i), i.e., a key employee (as defined in Code Section 416(i) without regard to paragraph (5) thereof) of the Company or its affiliates if the Company’s or its affiliate’s stock is publicly traded on an established securities market or otherwise. Key Employees shall be determined in accordance with Code Section 409A using a December 31 identification date. A listing of Key Employees as of an identification date shall be effective for the 12-month period beginning on the April 1 following the identification date.

“Option” has the meaning set forth in Section 7(a).

“Participant” has the meaning set forth in Section 4.

“Plan” means the General Mills, Inc. 2016 Compensation Plan for Non-Employee Directors as set forth herein and as amended.

“Plan Year” has the meaning set forth in Section 6(a).

“Separation from Service” or “Separate from Service” means a “separation from service” within the meaning of Code Section 409A.

“Stock Unit Account” has the meaning set forth in Section 8(a).

“Stock Units” has the meaning set forth in Section 8(a).

4. PARTICIPATION

Each member of the Board who is not an employee of the Company at the date compensation is granted, earned or accrued shall be eligible to participate in the Plan (a “Participant”).

5. COMMON STOCK SUBJECT TO THE PLAN

(a) General. The Common Stock to be issued under this Plan is to be made available from the authorized but unissued Common Stock, shares of Common Stock held in the treasury or Common Stock purchased on the open market or otherwise. The maximum aggregate number of shares authorized to be issued under the Plan shall be 500,000. Upon forfeiture, expiration or termination of Options or Stock Units, the shares of Common Stock subject thereto shall again be available for awards under the Plan.

(b) Adjustments for Corporate Transactions. If a corporate transaction has occurred affecting the Common Stock such that an adjustment to outstanding awards is required to preserve (or prevent enlargement of) the benefits or potential benefits intended at the time of grant, then in such manner as the Committee deems equitable, an appropriate adjustment shall be made to: (i) the number and kind of shares which may be awarded under the Plan; (ii) the number and kind of shares subject to outstanding awards, provided that the number of shares of Common Stock subject to any Option shall always be a whole number; (iii) the number of shares credited to a Stock Unit Account; and (iv) the exercise price of outstanding Options. For this purpose a corporate transaction includes, but is not limited to, any dividend (other than a cash dividend that is not an extraordinary cash dividend) or other distribution (whether in the form of cash, Common Stock, securities of a subsidiary of the Company, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase or exchange of Common Stock or other securities of the Company, issuance of warrants or other rights to purchase Common Stock or other securities of the Company, or other similar corporate transaction. Notwithstanding anything in this Section to the contrary, an adjustment to an Option under this Section 5(b) shall be made in a manner that will not result in the grant of a new Option under Code Section 409A.

6. RETAINER

(a) General. Each Participant shall be entitled to receive a retainer with respect to each Board term, beginning the day of each annual stockholders’ meeting and ending the day before the succeeding annual stockholders’ meeting (the “Plan Year”) in an amount determined from time to time by the Board or its delegate. Retainers shall be earned and paid at the end of each of the Company’s fiscal quarters. A Participant elected to the Board at any time other than the commencement of a Plan Year shall be entitled to receive a full quarter retainer payment beginning in the fiscal quarter the Participant’s election to the Board is effective.

(b) Normal Payment Terms. The normal payment terms for retainers are cash in a lump sum. In the absence of an affirmative election to the contrary, the retainer (or the portion not subject to such elections) shall be paid within 10 Business Days following the last day of each quarterly period described above in (a).

(c) Deferral Elections. Each Participant may elect an alternative form (lump sum vs. installments) in which a retainer may be delivered and the timing for such delivery, pursuant to the terms of Section 9. Participants shall make such election by filing an irrevocable Election Form with the Company before the calendar year in which a Plan Year begins. The election shall apply to amounts earned in each quarterly period described in (a) above that begins during the Plan Year. Notwithstanding the foregoing, in the first Plan Year in which an individual becomes a Participant, an election may be made with respect to services to be performed subsequent to the election, to the extent permitted under Code Section 409A. Such an election must be made on an Election Form within 30 days after the date the non-employee director becomes eligible to participate in the Plan.

(d) Deferred Cash Alternative. For each Participant who affirmatively elects to defer receipt of his or her retainers in the form of deferred cash, the Company shall establish a separate account (a “Deferred Compensation Account”) and credit such deferred cash compensation into that account as of the date the amounts would otherwise be paid. A separate Deferred Compensation Account shall be established for each Plan Year a Participant makes such a deferral election. Earnings, gains and losses shall be credited to each such Deferred Compensation Account based on the rate earned by the fund or funds selected by the Participant from among funds or portfolios established by the Company, in its discretion. Distributions from a Deferred Compensation Account shall be made in accordance with Section 9.

The Company has established a Supplemental Benefits Trust with Wells Fargo Bank Minnesota, N.A. as trustee to hold assets of the Company under certain circumstances as a reserve for the discharge of the Company's obligations as to Deferred Compensation Accounts under the Plan and certain other deferred compensation plans of the Company. In the event of a Change of Control, the Company shall be obligated to immediately contribute such amounts to the trust as may be necessary to fully fund all Deferred Compensation Accounts payable under the Plan. Any Participant in the Plan shall have the right to demand and secure specific performance of this provision. All assets held in the trust remain subject only to the claims of the Company's general creditors whose claims against the Company are not satisfied because of the Company's bankruptcy or insolvency (as those terms are defined in the trust agreement). No Participant has any preferred claim on, or beneficial ownership interest in, any assets of the trust before the assets are paid to the Participant and all rights created under the trust, as under the Plan, are unsecured contractual claims of the Participant against the Company.

(e) Common Stock Alternative. Each Participant may affirmatively elect to receive all or a specified percentage of his or her retainer for a Plan Year in shares of Common Stock, which, if elected, will be issued within 10 Business Days following the last day of each quarterly period during the Plan Year described above in (a). Only whole numbers of shares will be issued, with any fractional share amounts paid in cash. For purposes of computing the number of shares earned each quarter during the Plan Year, the value of each share shall be equal to the Fair Market Value on the third Business Day preceding the last day of each quarter described above in (a).

(f) Death. Notwithstanding any other provision of the Plan, if a Participant dies during a Plan Year, the balance of the amount due for the quarter in which death occurs shall be payable in full under the terms of Section 11(b) of this Plan in cash within 60 days following the date of death.

(g) Compensation Cap. The aggregate fair market value of all compensation granted to any Participant under this Plan and any other compensatory plan or arrangement of the Company shall not exceed \$800,000 during any Plan Year; provided, however, that compensation paid to any Participant designated as chair of the Board shall not be subject to the foregoing limitation. For purposes of calculating the value of non-cash compensation paid to a Participant, all stock-based awards shall be valued at the grant date fair value as determined by the Company for financial statement purposes and all other non-cash compensation shall be valued at fair market value as reasonably determined by the Committee.

7. NON-QUALIFIED STOCK OPTIONS

(a) Grant of Options. A Participant may be awarded an option (an "Option") to purchase shares of Common Stock in an amount determined from time to time by the Board or its delegate. All Options granted under the Plan shall be non-statutory options not entitled to special tax treatment under Code Section 422.

(b) Option Exercise Price. The per share price to be paid by the Participant at the time an Option is exercised shall be greater than or equal to the Fair Market Value on the date of grant.

(c) Term of Option. Each Option shall expire no later than ten (10) years after the date of grant, as determined by the Board or its delegate.

(d) Exercise and Vesting of Option. Each Option will vest on the date specified by the Board or its delegate. Upon vesting, a Participant shall be given the full term to exercise the Option without regard to whether he or she continues to serve on the Board. If a Participant ceases to serve on the Board prior to the date an Option vests, such Option shall be forfeited and all further rights of the Participant with respect to such Option shall terminate. Notwithstanding the foregoing, if a participant should die during his or her term of service on the Board, any vested Option may be exercised by the person(s) designated under the terms of Section 11(b) of this Plan, and any unvested Options shall fully vest and become exercisable upon death for the remainder of the Option's full term.

(e) Method of Exercise. A Participant exercising an Option shall give notice to the Company of such exercise and of the number of shares elected to be purchased prior to 4:30 P.M. CST/CDT on the day of exercise. The exercise price shall be paid to the Company at the time of such exercise, subject to any applicable rule adopted by the Committee:

- (i) in cash (including check, draft, money order or wire transfer made payable to the order of the Company);
- (ii) through the tender of shares of Common Stock owned by the Participant (by either actual delivery or attestation); or
- (iii) by a combination of (i) and (ii) above; or

(iv) by authorizing a third party broker to sell a sufficient number of shares of Common Stock acquired upon exercise of the Stock Option and remitting to the Company such sales proceeds to pay the entire exercise price.

To determine the amount of the payment, Common Stock delivered pursuant to (ii) or (iii) above shall have a value equal to the Fair Market Value of the Common Stock on the date of exercise.

(f) Non-transferability. Except as provided by rule adopted by the Committee, an Option shall be non-assignable and non-transferable by a Participant other than by will or the laws of descent and distribution. A Participant shall forfeit any Option assigned or transferred, voluntarily or involuntarily, other than as permitted under this subsection.

(g) No Reload Rights. No Option granted under this Plan shall contain any provision entitling the Participant to the automatic grant of additional Options in connection with any exercise of the original Option.

(h) No Repricing. Subject to Section 5(b) and absent stockholder approval, the exercise price of an outstanding Option may not be decreased after the grant date; no outstanding Options may be surrendered to the Company as consideration or otherwise for the grant of a new Option with a lower exercise price, any other award or cash; and no other modifications to any outstanding Options may be made that would be treated as a “repricing” under the then applicable rules or listing requirements adopted by the New York Stock Exchange.

8. STOCK UNITS

(a) Awards. On the effective date of the Plan (or, if a Participant is first elected after the effective date of the Plan, then on the date the Participant first attends a Board meeting) and at the close of business on each successive annual stockholders’ meeting, each Participant who is re-elected to the Board shall be awarded the right to receive shares of Common Stock (“Stock Units”) in an amount determined from time to time by the Board or its delegate, subject to vesting as provided in Section 8(b). Only a Participant who is re-elected to the Board shall be entitled to a grant under this Section 8(a) of Stock Units awarded at the close of business on an annual meeting date after the date of the original grant to Participants. A separate “Stock Unit Account” will be established for the Participant each time an award of Stock Units is made.

Participants receiving Stock Units will have no rights as stockholders of the Company with respect to allocations made to their Stock Unit Account(s), except the right to receive dividend equivalent allocations under Section 8(d).

Stock Units may not be sold, transferred, assigned, pledged or otherwise encumbered or disposed of until such time as share certificates for Common Stock are issued to the Participants.

(b) Vesting of Stock Units. Except as otherwise specified by the Board or its delegate at the time of grant, a Participant’s interest in the Stock Units shall vest on the earlier of (i) date of the annual stockholders’ meeting next following the grant date of the Stock Units and (ii) the date 13 months after the grant date of the Stock Units. If a Participant ceases to serve on the Board prior to the date the Participant’s interest in a grant of Stock Units vests, such Stock Units shall be forfeited and all further rights of the Participant to or with respect to such Stock Units shall terminate. Notwithstanding the foregoing, a Participant who dies while serving on the Board prior to the vesting of Stock Units shall fully vest in such Stock Units, effective as of the date of death, and the Stock Units shall be paid pursuant to Section 11(b) of this Plan.

(c) Election Concerning Receipt of Common Stock. Each Participant receiving an award of Stock Units under Section 8(a) may elect the time and form (lump sum vs. installments) of distribution of Common Stock and dividend equivalents attributable to such Stock Units, pursuant to the terms of Section 9. If no affirmative election is made, all Stock Units shall be paid in shares of Common Stock, and dividend equivalents shall be paid in cash, within 10 days following vesting.

(d) Dividend Equivalents. As of the first day of each quarter, during the applicable restricted period for all Stock Units awarded hereunder, the Company shall credit to each Participant an amount equal to the value of all dividends and other distributions (whether in cash or other property) paid by the Company during the prior quarter on the equivalent number of shares of Common Stock. Any dividend equivalents or other distributions credited with respect to Stock Units shall be distributed in cash (with or without interest or other earnings, as provided at the discretion of the Committee) to the Participant only if, when and to the extent such Stock Units vest. The value of dividends and other distributions payable with respect to Stock Units that do not vest shall be forfeited.

(e) Timing of Elections. In order to make an election under Section 8(c) with respect to Stock Units awarded for a Plan Year, a Participant shall file an irrevocable Election Form with the Committee before the calendar year in which the Plan Year begins. Notwithstanding the foregoing, in the first year Plan Year in which an individual becomes a Participant, an election may be made with respect to services to be performed subsequent to the election, to the extent permitted under Code Section 409A. Such an election must be made on an Election Form within 30 days after the date the non-employee director becomes eligible to participate in the Plan. The Election Form shall indicate whether the Participant directs the value of any dividend equivalents accrued on Stock Units to be paid in cash or reinvested in additional Stock Units.

9. DISTRIBUTION PROVISIONS FOR DEFERRED CASH AND STOCK UNITS

The following distribution provisions shall apply to Deferred Compensation Accounts and Stock Unit Accounts:

(a) Timing. Distributions from Deferred Compensation Accounts shall normally commence at Separation from Service, however, a Participant may affirmatively elect a specified date for commencement, provided said date is not later than age 75. The same rule applies to Stock Units which have been deferred beyond the vesting period described in Section 8(b). Elections as to the timing of benefit commencement shall be made in accordance with Sections 6 and 8, as appropriate.

Notwithstanding the above or any other provision of this Plan, distributions may not be made to a Key Employee upon a Separation from Service before the date which is six months after the date of the Key Employee's Separation from Service (or, if earlier, the date of death of the Key Employee). Any payments that would otherwise be made during this period of delay shall be accumulated and paid on the first day of the seventh month following the Participant's Separation from Service (or, if earlier, the first day of the month after the Participant's death).

(b) Form of Distribution. Distributions shall normally be made in a lump sum. However, a Participant may affirmatively elect to receive substantially equal annual installments over a period of up to 10 years. Such elections shall be made in accordance with Sections 6 and 8, as appropriate.

(c) Manner of Distribution. Amounts credited to Deferred Compensation Accounts shall be paid in cash. Amounts credited to Stock Unit Accounts shall be paid in Common Stock based on the number of Stock Units credited to the Stock Unit Account and paid in cash equal to any dividend equivalent amounts which had not been elected to purchase additional Stock Units.

(d) Distribution Upon Death. Notwithstanding any elections by a Participant or provisions of the Plan to the contrary, if a Participant dies before full distribution of a Deferred Compensation Account or Stock Unit Account, such accounts shall be distributed under the terms of Section 11(b) of this Plan in a lump sum within 60 days following the date of death.

(e) Permitted Payment Delay To Avoid Violations of Law. Notwithstanding any provision of this Plan to the contrary, any distribution to a Participant under the Plan shall be delayed upon the Committee's reasonable anticipation that the making of the payment would violate Federal securities laws or other applicable law; provided, that any payment delayed pursuant to this Section 9 (e) shall ultimately be paid in accordance with Code Section 409A.

(f) Payment Acceleration. If amounts deferred under the Plan must be included in a Participant's income under Code Section 409A prior to the scheduled distribution of such amounts, distribution of such amount shall be made immediately to the Participant.

10. CHANGE OF CONTROL

(a) Notwithstanding any other provision of this Plan to the contrary, if during the Plan Year in which a Change of Control occurs a Participant, at the request of the Company or its stockholders, resigns or is otherwise replaced, removed or dismissed from the Board, then all Options and Stock Units held by the Participant shall fully and immediately vest, and for Options, shall be exercisable and, for Stock Units, shall be paid immediately if the Participant experiences a "separation from service" under Code Section 409A, pursuant to the terms of the Plan that are otherwise applicable. A "Change of Control" means:

(i) The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "1934 Act")) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the 1934 Act) of voting securities of the Company where such acquisition causes such Person to own 20% or more of the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Voting Securities"); provided, however, that for purposes of this subsection (i), the following acquisitions shall not be deemed to result in a Change of Control: (A) any acquisition directly from the Company; (B) any acquisition by the Company; (C) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company; or (D) any acquisition by any corporation pursuant to a transaction that complies with clauses (A), (B) and (C) of subsection (iii) below; and provided, further, that if any Person's beneficial ownership of the Outstanding Voting Securities reaches or exceeds 20% as a result of a transaction described in clause (A) or (B) above, and such Person subsequently acquires beneficial ownership of additional voting securities of the Company, such subsequent acquisition shall be treated as an acquisition that causes such Person to own 20% or more of the Outstanding Voting Securities; or

(ii) Individuals who, as of the date hereof, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

(iii) Consummation of a reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Company or any of its subsidiaries, sale or other disposition of all or substantially all of the assets of the Company, or the acquisition of assets or stock of another entity by the Company or any of its subsidiaries, (each, a “Business Combination”); excluding, however, such a Business Combination pursuant to which: (A) all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 60% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination (including, without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Voting Securities; (B) no Person (excluding any corporation resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Business Combination; and (C) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; or

(iv) Approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

(b) If, in the event of a Change of Control, and to the extent outstanding Options or Stock Units are not assumed by a successor corporation (or its affiliate) or other successor entity or person, or replaced with an award or grant that solely in the discretionary judgment of the Committee, which shall be reasonable, preserves the existing value of outstanding Options and Stock Units at the time of the Change of Control, then the following shall occur:

(i) Subject to the other provisions of this subsection (b), all Options shall vest and become exercisable immediately upon the Change of Control event;

(ii) All Stock Units shall vest immediately;

(iii) To the extent Code Section 409A applies, if the Change of Control constitutes a “change in control” event as described in IRS regulations or other guidance under Code section 409A(a)(2)(A)(v), Participants’ Stock Units shall be settled and paid immediately upon the Change of Control in accordance with the requirements of Code Section 409A.

(iv) If the Change of Control does not constitute a “change in control” event as described in IRS regulations or other guidance under Code Section 409A(a)(2)(A)(v), Stock Units that are not otherwise subject to Section 409A, and on which a deferral election was not made, shall be settled and paid immediately upon the Change of Control. The Stock Units subject to Section 409A shall be settled in cash equal to either the Fair Market Value of such Stock Units at the time of the Change of Control, plus interest at the prime rate plus 1% from the Change of Control to the date of payment, which shall be the date the original restriction period would have closed or the date elected pursuant to the proper deferral election, as applicable.

In the discretion of the Committee and notwithstanding subsection (b)(i) above or any other Plan provision, outstanding Options (both exercisable and unexercisable) may be cancelled at the time of the Change of Control in exchange for cash, property or a combination thereof that is determined by the Committee to be at least equal to the excess (if any) of the value of the consideration that would be received in such Change of Control by the holders of Common Stock over the exercise price for such Options. For purposes of clarification, by operation of this provision Options that would not yield a gain at the time of the Change of Control under the aforementioned equation are subject to cancellation without consideration. Furthermore, the Committee is under no obligation to treat Options or Participants uniformly and has the discretionary authority to treat Options and Participants disparately.

(c) If in the event of a Change of Control and to the extent outstanding Options and Stock Units are assumed by any successor corporation, affiliate thereof, person or other entity, or are replaced with awards that, solely in the discretionary judgment of the Committee preserve the existing value of outstanding Options and Stock Units at the time of the Change of Control and provide for vesting payout terms that are at least as favorable to Participants as vesting and payout terms applicable to Options and Stock Units, then all such Options and Stock Units or such substitutes thereof shall remain outstanding and be governed by their respective terms, subject to Section 10(a).

11. ADMINISTRATION

(a) The Plan shall be administered by the Committee. The Committee shall have full discretionary power and authority to administer and manage the operations of the Plan, and to interpret the terms of the Plan, formulate additional rules and policies for carrying out terms and provisions of the Plan, and amend, modify or terminate the Plan as from time to time it deems proper and in the best interests of the Company. No amendment, modification or termination of the Plan shall alter or impair the rights of any Participant pursuant to an

outstanding award hereunder in any material respect without the consent of the Participant. Any decision or interpretation adopted by the Committee shall be final and conclusive.

(b) Each Participant may designate a beneficiary or beneficiaries to exercise any Option or to receive any payment which under the terms of the Plan may become exercisable or payable on or after the Participant's death. At any time, and from time to time, any such designation may be changed or cancelled by the Participant without the consent of any such beneficiary. Any such designation, change or cancellation must be on a form provided for that purpose by the Committee and shall not be effective until received by the Committee. Such form may establish other rules as the Committee deems appropriate. If no beneficiary has been properly designated by a deceased Participant, or if all the designated beneficiaries have predeceased the Participant, the beneficiary shall be the Participant's estate. If the Participant designates more than one beneficiary, any Options shall be divided among beneficiaries equally, and any payments under the Plan to such beneficiaries shall be made in equal shares, unless the Participant has expressly designated otherwise, in which case such Options shall be divided, and the payments shall be made, in the portions designated by the Participant.

12. GOVERNING LAW

The validity, construction and effect of the Plan and any such actions taken under or relating to the Plan shall be determined in accordance with the laws of the State of Delaware and applicable Federal law.

13. NOTICES

Unless otherwise notified, all notices under this Plan shall be sent in writing to the Company, attention Corporate Compensation, P.O. Box 1113, Minneapolis, Minnesota 55440. All correspondence to a Participant shall be sent to the address recorded on an Election Form or as otherwise provided by the Participant in writing.

14. PLAN TERMINATION

Upon termination of the Plan, distribution of Deferred Compensation Accounts and Stock Unit Accounts shall be made as described in Section 9, unless the Committee determines in its sole discretion that all such amounts shall be distributed upon termination in accordance with the requirements under Code Section 409A. Upon termination of the Plan, no further deferrals of retainers or Stock Units, or additional accruals of Stock Units through dividend reinvestment on deferred Stock Units, shall be permitted; however, earnings, gains and losses shall continue to be credited to the Deferred Compensation Account balances in accordance with Section 6 until the Deferred Compensation Account balances are fully distributed.

15. COMPLIANCE WITH CODE SECTION 409A

It is intended that this Plan shall comply with the provisions of Code Section 409A and the Treasury regulations relating thereto so as not to subject the Participants to the payment of additional taxes and interest under Code Section 409A. In furtherance of this intent, this Plan shall be interpreted, operated and administered in a manner consistent with these intentions.

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

In Millions, Except Ratios	Six-Month Period Ended		Fiscal Year Ended				
	Nov. 27, 2016	Nov. 29, 2015	May 29, 2016	May 31, 2015	May 25, 2014	May 26, 2013	May 27, 2012
Earnings before income taxes and after-tax earnings from joint ventures	\$1,265.3	\$1,439.9	\$2,403.6	\$1,761.9	\$2,655.0	\$2,534.9	\$2,210.5
Distributed income of equity investees	31.9	28.6	75.1	72.6	90.5	115.7	68.0
Plus: Fixed charges (1)	189.3	190.5	386.8	403.5	389.8	400.1	431.8
Plus: Amortization of capitalized interest, net of interest capitalized	(0.2)	(2.0)	(3.4)	(3.0)	(0.8)	(0.4)	(5.5)
Earnings available to cover fixed charges	\$1,486.3	\$1,657.0	\$2,862.1	\$2,235.0	\$3,134.5	\$3,050.3	\$2,704.8
Ratio of earnings to fixed charges	7.85	8.70	7.40	5.54	8.04	7.62	6.26
(1) Fixed charges:							
Interest expense	\$ 154.8	\$ 156.5	\$ 319.6	\$ 335.5	\$ 323.4	\$ 333.8	\$ 370.7
Preferred distributions to noncontrolling interest holders	2.5	2.0	4.2	3.5	3.4	3.7	2.6
Rentals (1/3)	32.0	32.0	63.0	64.5	63.0	62.6	58.5
Total fixed charges	\$ 189.3	\$ 190.5	\$ 386.8	\$ 403.5	\$ 389.8	\$ 400.1	\$ 431.8

For purposes of computing the ratio of earnings to fixed charges, earnings represent earnings before income taxes and after-tax earnings of joint ventures, distributed income of equity investees, fixed charges, and amortization of capitalized interest, net of interest capitalized. Fixed charges represent gross interest expense (excluding interest on taxes) and subsidiary preferred distributions to the noncontrolling interest holder, plus one-third (the proportion deemed representative of the interest factor) of rent expense.

I, Kendall J. Powell, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of General Mills, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 20, 2016

/s/ Kendall J. Powell

Kendall J. Powell
Chairman of the Board and
Chief Executive Officer

I, Donal L. Mulligan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of General Mills, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 20, 2016

/s/ Donal L. Mulligan

Donal L. Mulligan
Executive Vice President and
Chief Financial Officer

Exhibit 32.1

I, Kendall J. Powell, Chairman of the Board and Chief Executive Officer of General Mills, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended November 27, 2016 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 20, 2016

/s/ Kendall J. Powell

Kendall J. Powell
Chairman of the Board and
Chief Executive Officer

Exhibit 32.2

I, Donal L. Mulligan, Executive Vice President and Chief Financial Officer of General Mills, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended November 27, 2016 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 20, 2016

/s/ Donal L. Mulligan

Donal L. Mulligan
Executive Vice President and
Chief Financial Officer