

# SECURITIES AND EXCHANGE COMMISSION

## FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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### FILER

#### GENERAL MILLS INC

CIK: **40704** | IRS No.: **410274440** | State of Incorporation: **DE** | Fiscal Year End: **0525**  
Type: **424B3** | Act: **33** | File No.: **033-56032** | Film No.: **94516233**  
SIC: **2040** Grain mill products

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MILLS BLVD  
MINNEAPOLIS MN 55426  
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Pricing Supplement No. 14  
Dated March 16, 1994

Filing under Rule 424(b)(3) with respect to  
Registration Statement No. 33-56032

(To Prospectus dated January 7, 1993 and  
Prospectus Supplement dated January 8, 1993)

\$500,000,000

GENERAL MILLS, INC.

MEDIUM-TERM NOTES, SERIES D

|  |  |
|--|--|
| Principal amount:                                  | \$52,900,000   |
| Interest Rate (if fixed rate):                     | 4.28% semi-annually  |
| Amount Payable at Maturity:                        | Determined based on future level of Italian, Swedish and Spanish interest rates, as more fully described below |
| Stated Maturity:                                   | March 17, 1995   |
| Specified Currency:                                | U.S. Dollars   |
| Interest Payment Dates:                            | September 17 and March 17 on a 30/360 day basis  |
| Applicable Exchange Rate (if any):                 | N/A  |
| Issue price (as a percentage of principal amount): | A/S  |
| Selling Agent's Commission (%):                    | N/A  |
| Agent's Fee:                                       | \$79,350   |
| Purchasing Agent's discount or commission (%):     | .150%  |
| Net proceeds to the Company:                       | \$52,820,650   |
| Settlement date (original issue date):             | March 17, 1994   |
| Redemption Commencement Date (if any):             | N/A  |
| Redemption prices (if any):                        | N/A  |
| Determination Agent:                               | Merrill Lynch Capital Services, Inc.   |

"N/A" as used herein means "Not Applicable." "A/S" as used herein means "as stated in the Prospectus Supplement referred to above."

The following description of the particular terms of the Notes (which are Indexed Notes) offered by this Pricing Supplement supplements, and to the extent inconsistent therewith replaces, the descriptions of the general terms and provisions of the Debt Securities and Notes set forth in the accompanying Prospectus and

Prospectus Supplement (together, the "Prospectus") to which descriptions reference is hereby made. Capitalized terms not otherwise defined herein which are defined in the Prospectus have the meanings set forth therein.

#### DESCRIPTION OF NOTES

##### Payment of Interest

The Notes will bear interest at the fixed rate per annum stated above. Interest will be payable on September 17, 1994 and at Stated Maturity.

##### Payment of Principal

The principal amount of a Note payable at Stated Maturity shall be the greater of (i) zero and (ii) an amount determined by the Determination Agent on the Reference Date based on the following formula:

$$\begin{aligned} &.25 \times \text{Face Amount} \times [\text{Dur1} \times (.0924 - \text{ITL10}) + 1] + \\ &.45 \times \text{Face Amount} \times [\text{Dur2} \times (.0719 - \text{SEK5}) + 1] + \\ &.30 \times \text{Face Amount} \times [\text{Dur3} \times (.0823 - \text{ESP5}) + 1] \end{aligned}$$

See "Description of Notes--Certain Definitions" for the definition of certain terms used in the foregoing formula.

The principal amount of a Note payable at Stated Maturity thus will be determined with reference to the ten-year offered side Italian Lira swap rates, the five-year offered side Swedish Kroner swap rates and the five-year offered side Spanish Peseta swap rate, but will never be less than zero. Depending on such rates on the Reference Date, the principal amount payable at Stated Maturity will range from zero to an amount in excess of the Face Amount. In the absence of manifest error, the determination by the Determination Agent of the principal amount payable at Stated Maturity shall be final and binding.

##### Certain Definitions

"ITL10" means the rate determined by the Determination Agent on the Reference Date in accordance with the following provisions: ITL10 will be determined on the basis of the offered side of the ten-year Italian Lira swap rate which appears on the Telerate Page 42284 as of 11:00 A.M., London time. If such rate does not so appear on such page, the Determination Agent will request each of such number of Reference Dealers so as to obtain five quotations to provide the Determination Agent with its offered quotation for the ten-year Italian Lira swap rate as of approximately 11:00 A.M., London time, on the Reference Date in an amount that is representative of a single transaction for such

Reference Dealer at such time. The Determination Agent will disregard the highest and lowest of the five quotations and "ITL10" will be the arithmetic mean of the remaining three quotations. If fewer than five but at least two such quotations are provided, the rate shall be the arithmetic mean of the quotations without disregarding any quotations, and, if fewer than two quotations are provided as requested, the rate will be determined by the Determination Agent by such method as the Determination Agent determines, in good faith, in its absolute discretion.

"Italian Lira swap rate" means, in general, a fixed per annum rate of interest quoted on a 30/360 day basis and paid annually that a hypothetical fixed rate payor would be prepared to pay under an interest rate swap or exchange agreement, and for which such payor would expect to receive, in return, over the period of years specified, a floating rate of interest equal to the then-prevailing six-month Italian Lira LIBOR rate.

"Telerate Page 42284" means the display page so designated on the Dow Jones Telerate Service (or such other page as may replace that page on that service, or such other service as may be nominated as the information vendor, for the purpose of displaying rates or prices relating to Italian Lira swap rates).

"SEK5" means the rate determined by the Determination Agent on the Reference Date in accordance with the following provisions: SEK5 will be determined on the basis of the offered side of the five-year Swedish Kroner swap rate which appears on the Reuters Page PMGA as of 11:00 A.M., London time. If such rate does not so appear on such page, the Determination Agent will request each of such number of Reference Dealers so as to obtain five quotations to provide the Determination Agent with its offered quotation for the five-year Swedish Kroner swap rate as of approximately 11:00 A.M., London time, on the Reference Date in an amount that is representative of a single transaction for such Reference Dealer at such time. The Determination Agent will disregard the highest and lowest of the five quotations and "SEK5" will be the arithmetic mean of the remaining three quotations. If fewer than five but at least two such quotations are provided, the rate shall be the arithmetic mean of the quotations without disregarding any quotations, and, if fewer than two quotations are provided as requested, the rate will be determined by the Determination Agent by such method as the Determination Agent determines, in good faith, in its absolute discretion.

"Swedish Kroner swap rate" means, in general, a fixed per annum rate of interest quoted on a 30/360 day basis and paid annually that a hypothetical fixed rate payor would be prepared to pay under an interest rate swap or exchange agreement, and for

which such payor would expect to receive, in return, over the period of years specified, a floating rate of interest equal to the then-prevailing three-month Swedish Kroner STIBOR rate.

"Reuters Page PMGA" means the display page so designated on the Reuters Service (or such other page as may replace that page on that service, or such other service as may be nominated as the information vendor, for the purpose of displaying rates or prices relating to Swedish Kroner swap rates).

"ESP5" means the rate determined by the Determination Agent on the Reference Date in accordance with the following provisions: ESP5 will be determined on the basis of the offered side of the five-year Spanish Peseta swap rate which appears on the Telerate Page 42285 as of 11:00 A.M., London time. If such rate does not so appear on such page, the Determination Agent will request each of such number of Reference Dealers so as to obtain five quotations to provide the Determination Agent with its offered quotation for the five-year Spanish Peseta swap rate as of approximately 11:00 A.M., London time, on the Reference Date in an amount that is representative of a single transaction for such Reference Dealer at such time. The Determination Agent will disregard the highest and lowest of the five quotations and "ESP5" will be the arithmetic mean of the remaining three quotations. If fewer than five but at least two such quotations are provided, the rate shall be the arithmetic mean of the quotations without disregarding any quotations, and, if fewer than two quotations are provided as requested, the rate will be determined by the Determination Agent by such method as the Determination Agent determines, in good faith, in its absolute discretion.

"Spanish Peseta swap rate" means, in general, a fixed per annum rate of interest quoted on a 30/360 day basis and paid annually that a hypothetical fixed rate payor would be prepared to pay under an interest rate swap or exchange agreement, and for which such payor would expect to receive, in return, over the period of years specified, a floating rate of interest equal to the then-prevailing six-month Spanish Peseta LIBOR rate.

"Telerate Page 42285" means the display page so designated on the Dow Jones Telerate Service (or such other page as may replace that page on that service, or such other service as may be nominated as the information vendor, for the purpose of displaying rates or prices relating to Spanish Peseta swap rates).

"Determination Day" means any day, other than a Saturday or Sunday, that is not a day on which banking institutions are authorized or required by law or regulation to close in New York City and also is a day in which dealings in deposits in Italian

Lira, Swedish Kroner and Spanish Peseta are transacted in the London interbank market.

"Reference Date" means the second Determination Day prior to Stated Maturity.

"Reference Dealer" means any major bank or banking corporation in London, selected in good faith by the Determination Agent, which will provide offered quotations on the relevant swap rate.

"Dur1" means an amount equal to the formula:

$$(1 / \text{ITL10}) \times [1 - (1 + \text{ITL10}) \text{ raised to the exponent } (-10)].$$

"Dur2" means an amount equal to the formula:

$$(1 / \text{SEK5}) \times [1 - (1 + \text{SEK5}) \text{ raised to the exponent } (-5)].$$

"Dur3" means an amount equal to the formula:

$$(1 / \text{ESP5}) \times [1 - (1 + \text{ESP5}) \text{ raised to the exponent } (-5)].$$

#### IMPORTANT INFORMATION

An investment in the Notes entails significant risks that are not associated with a similar investment in other Debt Securities. Such risks include, without limitation, the possibility of significant changes in Italian Lira, Swedish Kroner and Spanish Peseta swap rates and in rates of exchange between currencies and the possibility of the impositions or modification of foreign exchange controls by either the United States or foreign governments. Such risks generally depend on factors over which the Company has no control. For example, the exchange rates between currencies are at any moment a result of the supply of, and demand for, each currency. Changes in swap rates result over time from the interaction of many factors directly or indirectly affecting economic conditions in the United States, Italy, Sweden and Spain, as well as economic, military and political developments in other countries. Of particular importance are exchange rates, rates of inflation, interest rate levels, the balance of payments and the extent of government surpluses and deficits in the respective countries, all of which are in turn sensitive to the monetary, fiscal and trade policies pursued by the governments in such countries and in other countries important to international trade and finance.

Also, sovereign governments use a variety of techniques, such as intervention by a country's central bank or imposition of regulatory controls or taxes, to affect the level of interest

rates and exchange rates of their currencies. Governments may also issue a new currency to replace an existing currency or alter the exchange rate or relative exchange characteristics by devaluation or revaluation of a currency. Thus, a special risk in purchasing the Notes is that governmental actions could interfere with or change theretofore freely determined currency valuations and fluctuations in market forces. There will be no adjustment or change in the terms of the Notes in the event that exchange rates should become fixed, or in the event of any devaluation or revaluation or imposition of exchange or other regulatory controls or taxes, or in the event of other developments affecting the U.S. Dollar, Italian Lira, Swedish Kroner or Spanish Peseta swap rates.

THIS PRICING SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS DO NOT DESCRIBE ALL THE RISKS OF ANY INVESTMENT IN THE NOTES. THE COMPANY BELIEVES THAT THESE RISKS ARE POTENTIALLY TOO VARIABLE TO ASCERTAIN AND DESCRIBE WITH ANY REASONABLE DEGREE OF CERTAINTY AND INCORPORATING EVERY ECONOMIC, FINANCIAL, POLITICAL AND MILITARY CIRCUMSTANCE, AMONG OTHER THINGS, WOULD BE IMPRACTICAL. PROSPECTIVE INVESTORS SHOULD THEREFORE CONSULT THEIR OWN FINANCIAL AND LEGAL ADVISORS AS TO THE RISKS ENTAILED BY AN INVESTMENT IN THE NOTES. NOTES ARE NOT AN APPROPRIATE INVESTMENT FOR INVESTORS WHO ARE UNSOPHISTICATED WITH RESPECT TO FOREIGN CURRENCY TRANSACTIONS.

#### SWAP RATES

The following table sets forth certain historical offered side swap rates as reported by Reuters Monitors Money Rates Service the last New York Business Day of the month indicated:

| Month-End | Ten-Year<br>Italian Lira | Five-Year<br>Swedish Kroner | Five-Year<br>Spanish Peseta |
|-----------|--------------------------|-----------------------------|-----------------------------|
| 1989:     |                          |                             |                             |
| March     | NA                       | NA                          | 13.35                       |
| June      | NA                       | NA                          | 13.00                       |
| September | 13.25                    | NA                          | 13.05                       |
| December  | 13.65                    | NA                          | 14.10                       |
| 1990:     |                          |                             |                             |
| March     | 13.95                    | NA                          | 14.70                       |
| June      | 13.02                    | NA                          | 13.85                       |
| September | 13.75                    | 14.67                       | 14.50                       |
| December  | 13.12                    | 13.83                       | 14.10                       |
| 1991:     |                          |                             |                             |
| March     | 12.58                    | 12.55                       | 12.30                       |

|           |       |       |       |
|-----------|-------|-------|-------|
| June      | 12.72 | 11.40 | 12.10 |
| September | 12.42 | 10.93 | 11.48 |
| December  | 12.24 | 11.50 | 11.85 |

1992:

|           |       |       |       |
|-----------|-------|-------|-------|
| March     | 11.97 | 10.87 | 11.53 |
| June      | 12.31 | 11.00 | 12.15 |
| September | 13.22 | 12.50 | 14.10 |
| December  | 12.67 | 10.38 | 13.10 |

1993:

|           |       |      |       |
|-----------|-------|------|-------|
| March     | 11.83 | 9.14 | 11.67 |
| June      | 10.26 | 8.01 | 9.92  |
| September | 8.51  | 7.78 | 8.84  |
| December  | 8.17  | 7.01 | 7.81  |

On March 14, 1994, the offered side swap rates as reported by Reuters Monitors Money Rates Service were as follows: ten-year Italian Lira = 9.48%; five-year Swedish Kroner = 7.58%; five-year Spanish Peseta = 8.53%.

The information presented in the above table is furnished as a matter of information only. In recent years, Italian Lira, Swedish Kroner and Spanish Peseta swap rates have been highly volatile and such volatility may occur in the future. The fluctuations in the Italian Lira, Swedish Kroner and Spanish Peseta swap rates that have occurred in the past, however, are not necessarily indicative of fluctuations in the rates that may occur over the term of the Notes.

#### CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

In addition to the consequences summarized in the Prospectus Supplement under the heading "United States Taxation," set forth below is a summary of certain United States Federal income tax consequences to original Holders of the Notes that have purchased the Notes at their Issue Price.

The Federal income tax treatment of the payments on the Notes is unclear because payment on the Notes at Stated Maturity is entirely contingent. However, there are at least three possible alternative approaches.

Under the first approach, interest payment made on September 17, 1994, and at Stated Maturity will be taxable to a Holder that is a United States person (a "U.S. Holder") as ordinary income at the time they accrue or are received, depending on the U.S. Holder's method of tax accounting. At Stated Maturity a U.S.

Holder will recognize short-term capital loss if the amount paid with respect to a Note is less than the Note's Issue Price and short-term capital gain or ordinary income if the amount paid is greater than the Issue Price.

Under the second approach, the payments of interest on September 17, 1994 and at Stated Maturity will be treated as a non-taxable return of principal and reduce the U.S. Holder's tax basis (which initially was the Issue Price). On the Stated Maturity, a U.S. Holder will recognize ordinary income (treated as interest) to the extent the payment made by the Company exceeds such U.S. Holder's tax basis and capital loss to the extent it is less than such U.S. Holder's tax basis. This approach is based on existing proposed original issue discount regulations relating to contingent payment debt obligations (the "Proposed Regulations"), which by their terms apply to the Notes. However, the proposed Regulations no longer appear to reflect the IRS's current position with respect to contingent payment debt obligations.

Under the third approach, accrual method U.S. Holders would accrue original issue discount ("OID") into income, as described in the Prospectus, based on the expected yield of the Note using a reasonable estimate of the payment at Stated Maturity determined as of the end of a taxable year or as of the issue date, or a market yield for the Note determined as of the issue date. Such amounts would be subject to subsequent adjustments to the extent that the estimate was incorrect. The payments of interest on September 17, 1994 and at Stated Maturity will be treated first as payments of OID to the extent of accrued OID at such time and then as a return of principal. Cash method U.S. holders would apply estimates in a similar fashion to that described in the Prospectus Supplement under "United States Taxation--Short-Term Notes" to determine the portion of interest received that was taxable. This approach is based on proposed contingent payment debt regulations that were announced by the IRS in January, 1993 but subsequently withdrawn.

Under the three approaches, it is not clear whether any gain recognized on the sale or exchange of a Note would be ordinary income or capital gain, although any loss would be a capital loss (except in some circumstances under the third approach).

Backup Withholding. The rate of backup withholding has been increased from 20% to 31%.

MERRILL LYNCH & CO.

NORTH CAROLINA

The Commissioner of Insurance of the State of North Carolina has not approved or disapproved this offering nor has the Commissioner passed upon the accuracy or adequacy of this Prospectus.