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

FORM 8-K

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

Date of Report (Date of earliest event reported): February 8, 2018

MONDELÉZ INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-16483
(Commission
File Number)

52-2284372
(I.R.S. Employer
Identification No.)

Three Parkway North, Deerfield, Illinois 60015
(Address of principal executive offices, including zip code)

(847) 943-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 8, 2018, we increased the size of the Mondelēz International Board of Directors (the “Board”) from 13 to 14 members and appointed Debra A. Crew and Peter W. May to the Board, effective March 1, 2018. The Board has not yet determined to which committees it will appoint Ms. Crew and Mr. May. On February 12, 2018, Nelson Peltz resigned from the Board, effective March 1, 2018.

Ms. Crew and Mr. May will be included in our slate of nominees for election to the Board at the 2018 annual meeting of shareholders.

Ms. Crew and Mr. May will receive the same compensation and indemnification as our other non-employee directors. The compensation program is described in our Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 28, 2017. The form of indemnification agreement is an exhibit to our Annual Report on Form 10-K filed with the SEC on February 9, 2018.

There are no transactions between either Ms. Crew or Mr. May and us that would be reportable under Item 404(a) of Regulation S-K.

Neither Ms. Crew nor Mr. May was selected pursuant to any arrangement or understanding between her or him and any other person. Although Mr. Peltz and Mr. May are affiliated with Trian Fund Management, L.P. (“Trian”), Trian does not have a contractual or other right to nominate any individual to the Board.

A copy of our press release regarding these events is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is being filed with this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Mondelēz International, Inc. Press Release, dated February 13, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONDELÉZ INTERNATIONAL, INC.

By: /s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary

Date: February 13, 2018



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Mondelēz International Appoints Debra Crew and Peter May to Board of Directors; Nelson Peltz to Step Down

DEERFIELD, Ill., Feb. 13, 2018 – Mondelēz International today announced it has appointed Debra Crew, former President and CEO, Reynolds American, and Peter May, President and a Founding Partner of Trian Fund Management, L.P. (“Trian”), to the company’s Board of Directors effective March 1, 2018. Nelson Peltz, CEO and a Founding Partner of Trian, who has been a director since 2014, has informed the company that he will be stepping down on that same date to devote more time to other Board commitments.

“We welcome Debra and Peter to our Board and look forward to their contributions,” said Chairman Irene Rosenfeld. “We also thank Nelson, who was a valued and constructive Director and made significant contributions to our Board and our business. We wish him all the best.”

“Debra and Peter bring strong operational and financial track records, which will benefit both our Board and our company,” said Chief Executive Officer Dirk Van de Put. “I look forward to working with both of them, as well as our other Directors, as we enter our next chapter.”

“I am pleased with the progress the company has made over the last several years under Irene’s leadership,” said Peltz. “As a large shareholder, Trian remains a strong believer in the future success of Mondelēz International. The company is well positioned to continue to create value for its shareholders under Dirk who became CEO in November 2017.”

Crew began her more than 20-year career in consumer packaged goods at Kraft Foods in 1993. She went on to hold positions of increasing responsibility at a number of global food and beverage companies, including Nestlé S.A., Mars, Inc. and PepsiCo. Crew served as President and General Manager, PepsiCo North America Nutrition, President, PepsiCo Americas Beverages, and President, Western European Region of PepsiCo Europe. Most recently, she was President and CEO of Reynolds American, which was acquired by British American Tobacco in 2017. Crew also served as a captain in the U.S. Army in military intelligence.

May has been President and a Founding Partner of Triarc since 2005, and he currently serves as the non-executive Vice Chairman of The Wendy's Company. From 2008 to 2017, May served as a director of Tiffany & Co., and from 1993 to 2007, he served as President, Chief Operating Officer and a director of Triarc Companies, Inc., which during that period of time owned Arby's Restaurant Group, Inc. and the Snapple Beverage Group, as well as other consumer and industrial businesses. From 1983 to 1988, May was President and Chief Operating Officer and a director of Triangle Industries, Inc., the largest packaging company in the world and a Fortune 100 industrial company, when that company was acquired by Pechiney, S.A., a leading international metals and packaging company.

About Mondelez International

Mondelez International, Inc. (NASDAQ:MDLZ) is building the best snacking company in the world, with 2017 net revenues of approximately \$26 billion. Creating more moments of joy in approximately 160 countries, Mondelez International is a world leader in biscuits, chocolate, gum, candy and powdered beverages, featuring global Power Brands such as *Oreo* and *beVita* biscuits; *Cadbury Dairy Milk* and *Milka* chocolate; and *Trident* gum. Mondelez International is a proud member of the Standard and Poor's 500, NASDAQ 100 and Dow Jones Sustainability Index. Visit www.mondelezinternational.com or follow the company on Twitter at www.twitter.com/MDLZ.

