
**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): June 14, 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 June 14, 2018, we named Luca Zaramella our Executive Vice President and Chief Financial Officer, effective August 1, 2018. Mr. Zaramella will replace Brian T. Gladden, Executive Vice President and Chief Financial Officer, who announced on that date that he is leaving the company effective August 1, 2018.

Mr. Zaramella, age 49, has served as our Senior Vice President Corporate Finance, CFO Commercial and Treasurer since June 2016. He also served as Interim Lead Finance North America from April 2017 until November 2017. Prior to that, he served as our Senior Vice President and Corporate Controller from December 2014 until August 2016 and Senior Vice President, Finance of Mondelez Europe from October 2011 until November 2014.

In connection with Mr. Zaramella's appointment as Executive Vice President and Chief Financial Officer, the Human Resources and Compensation Committee of the Board of Directors approved Mr. Zaramella's compensation, effective August 1, 2018. The terms of Mr. Zaramella's compensation are as follows: annual base salary of \$700,000; target annual incentive of 100% of annual base salary; and annual equity grant with a target value of \$2,500,000. In connection with his appointment, on August 1, 2018, Mr. Zaramella will be granted performance-based equity with an economic value totaling \$1,000,000 split 75% in performance share units and 25% in stock options. The performance share units will vest and be subject to the same terms and conditions as the performance share unit grants for the 2018-2020 performance cycle. The stock options will expire in 10 years and vest 33%, 33% and 34% annually over a three-year period from August 1, 2018.

Mr. Zaramella was not selected pursuant to any arrangement or understanding between him and any other person. Mr. Zaramella has no family relationships with any of our directors or executive officers. There have been no related party transactions between Mondelez International, Inc. and Mr. Zaramella reportable under Item 404(a) of Regulation S-K.

In connection with Mr. Gladden's departure and his agreement to transition the role to Mr. Zaramella, Mr. Gladden will receive a pro-rated 2018 Annual Incentive Plan award to be paid in the first quarter of 2019 based on actual business performance if the company achieves threshold performance. This payment to Mr. Gladden is subject to his compliance with restrictive covenants including non-compete, non-solicitation and non-disparagement, confidentiality provisions and a general release of claims. Mr. Gladden will forfeit all unvested equity grants upon his departure.

A copy of our press release, dated June 19, 2018, announcing the transition is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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	<u>Mondelez International, Inc. Press Release, dated June 19, 2018.</u>

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/ Gerhard W. Pleuhs

Name: Gerhard W. Pleuhs

Title: Executive Vice President and General Counsel

Date: June 19, 2018



Contacts: Valerie Moens (Media)
+1-847-943-5678
news@mdlz.com

Shep Dunlap (Investors)
+1-847-943-5454
ir@mdlz.com

Mondelēz International Names Luca Zaramella as Chief Financial Officer

Zaramella Succeeds Brian Gladden on August 1, Following Transition Process

DEERFIELD, Ill. – June 19, 2018 – Mondelēz International today announced that Luca Zaramella, 49, Senior Vice President of Corporate Finance and a 20-year veteran of the company, will become EVP, Chief Financial Officer (CFO), effective August 1, 2018.

As CFO, Zaramella will be responsible for the oversight of the company’s global Finance, Information and Technology Solutions and shared services functions. He will report directly to Dirk Van de Put, Chairman and Chief Executive Officer, and will be a member of the Mondelēz International Leadership Team. Zaramella will replace Brian Gladden, who will leave the company in August. After 10 years as a public company CFO, Gladden has decided to pursue an opportunity outside of the Fast Moving Consumer Goods sector.

“Luca is a strong financial and strategic leader who possesses deep knowledge of our commercial business at a local level around the world and deep financial expertise,” said Van de Put. “He has been developed to take on this role for many years and has been closely involved in the development of our new strategic framework. I feel fortunate to have such an experienced executive move seamlessly into the CFO role, and I’m excited to partner with him as we deliver on our new long-term strategy and drive shareholder value creation.”

Van de Put continued, “I want to thank Brian for his many contributions to our company, including helping with my transition into the CEO role. We wish him all the best in this exciting new chapter of his career and appreciate his commitment to helping prepare Luca for this role.”

Gladden said, “I have enjoyed working with the Mondelēz International team to build a world-class global Finance organization. Leaving the company is a tough decision, but I look forward to a new career experience and depart knowing that Luca is an ideal choice to be the company’s next CFO. Luca and I have worked side-by-side over the past few years, and I have incredible respect for his financial expertise and company knowledge. I’m confident in the company’s long-term strategic direction and the team who will lead its delivery including Dirk, and now, Luca.”



With more than 20 years of broad financial experience in both emerging and developed markets, and a track record of delivering strong results, Zaramella has an intimate knowledge of the company’s business across products, markets, operations, competitors and customers. Over the past four years, Luca has assumed a range of responsibilities to prepare him for this role, including Corporate Controller, Treasurer and global head of Financial Planning & Analysis. Zaramella has served as Mondelez International’s Senior Vice President of Corporate Finance since 2016 and was the Senior Vice President and Corporate Controller from 2014 to 2016. Prior to that, he was Senior Vice President, Finance of Mondelez Europe. He began his career with the company in Italy before holding positions of increasing seniority in Latin America, Europe and North America.

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 *belVita* 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.

Forward-Looking Statements

This press release contains a number of forward-looking statements. Words, and variations of words, such as “will,” “expect,” “deliver” and similar expressions are intended to identify the company’s forward-looking statements, including, but not limited to, statements about: the company’s CFO transition, its strategy and shareholder value creation. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the company’s control, which could cause the company’s actual results to differ materially from those indicated in the company’s forward-looking statements. Please see the company’s risk factors, as they may be amended from time to time, set forth in its filings with the SEC, including the company’s most recently filed Annual Report on Form 10-K. Mondelez International disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release, except as required by applicable law or regulation.

###

