SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<u>Gruber Vinzenz P.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2019		3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Mondelez International, Inc.</u> [ MDLZ ]				
(Last) (First) (Middle) MONDELEZ INTERNATIONAL, INC.			4. Relationship of Reporting Perso (Check all applicable) Director	10% Owne	er (Mor	Amendment, Da hth/Day/Year)	ate of Original Filed
THREE PARKWAY NORTH			X Officer (give title below)	Other (spe below)	2   0. III	dividual or Joint icable Line)	l/Group Filing (Check
(Street)			EVP and President,	Europe	X		y One Reporting Person
DEERFIELD IL 60015						Form filed b Reporting P	y More than One erson
(City) (State) (Zip)							
1	able I - Nor	n-Derivati	ve Securities Beneficially	y Owned			
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect (Instr. 5)	cṫ (D)   (Instr	ture of Indirect Beneficial Ownership 5)	
Class A Common Stock			150,529 <sup>(1)</sup>	D			
(e.			e Securities Beneficially ( nts, options, convertible		s)		
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		1	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
1. The of Berryauve Security (insu. 4)	Expiration Da	ate			4. Conversion or Exercise	Ownership Form:	Beneficial Ownership
2. The of Benvalve Security (insu: 4)	Expiration Da	ate	Underlying Derivative Security		Conversion	Ownership	Beneficial Ownership
Stock Options (right to buy)	Expiration Da (Month/Day/) Date	ate (ear) Expiration	Underlying Derivative Security	y (Instr. 4) Amount or Number of	Conversion or Exercise Price of Derivative	Ownership Form: Direct (D) or Indirect	Beneficial Ownership
	Expiration Da (Month/Day/N Date Exercisable	ate /ear) Expiration Date	Underlying Derivative Security	y (Instr. 4) Amount or Number of Shares	Conversion or Exercise Price of Derivative Security	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
Stock Options (right to buy)	Expiration Da (Month/Day/N Date Exercisable	expiration Date	Underlying Derivative Security       Title       Class A Common Stock	y (Instr. 4) Amount or Number of Shares 11,320	Conversion or Exercise Price of Derivative Security 20.8303	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
Stock Options (right to buy) Stock Options (right to buy)	Expiration Da (Month/Day/N Date Exercisable (2) (3)	ate (ear) Expiration Date 02/23/2021 02/23/2022	Underlying Derivative Security       Title       Class A Common Stock       Class A Common Stock	<ul> <li>Amount or Number of Shares</li> <li>11,320</li> <li>16,580</li> </ul>	Conversion or Exercise Price of Derivative Security 20.8303 24.8687	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D	Beneficial Ownership
Stock Options (right to buy) Stock Options (right to buy) Stock Options (right to buy)	Expiration Da (Month/Day/A Date Exercisable (2) (3) (4)	ate /ear) Expiration Date 02/23/2021 02/23/2022	Underlying Derivative Security         Title         Class A Common Stock         Class A Common Stock         Class A Common Stock         Class A Common Stock	(Instr. 4) Amount or Number of Shares 11,320 16,580 22,190	Conversion or Exercise Price of Derivative Security 20.8303 24.8687 27.05	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D	Beneficial Ownership
Stock Options (right to buy) Stock Options (right to buy) Stock Options (right to buy) Stock Options (right to buy)	Expiration Da (Month/Day/N Date Exercisable (2) (3) (4) (5)	Expiration           Date           02/23/2021           02/23/2022           02/20/2023           02/19/2024	Underlying Derivative Security         Title         Class A Common Stock	(Instr. 4) Amount or Number of Shares 11,320 16,580 22,190 20,130	Conversion or Exercise Price of Derivative Security 20.8303 24.8687 27.05 34.165	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D	Beneficial Ownership
Stock Options (right to buy)         Stock Options (right to buy)	Expiration Date (Month/Day/A Date Exercisable (2) (3) (4) (5) (6)	ate (ear) Expiration Date 02/23/2021 02/23/2022 02/20/2023 02/19/2024 02/18/2025	Underlying Derivative Security         Title         Class A Common Stock         Class A Common Stock	Amount or Number of Shares           11,320           16,580           22,190           20,130           22,000	Conversion or Exercise Price of Derivative Security 20.8303 24.8687 27.05 34.165 36.94	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D	Beneficial Ownership

Explanation of Responses:

1. Total number of shares includes 37,111 deferred stock units awarded under the Issuer's Amended and Restated 2005 Performance Incentive Plan. Deferred stock units will vest as follows: 2,265 on September 3, 2019 and 34,846 on December 31, 2019.

2. Options vested in three annual installments as follows: 33% on February 23, 2012; 33% on February 25, 2013; and 34% on February 24, 2014.

3. Options vested in three annual installments as follows: 33% on February 25, 2013; 33% on February 23, 2014; and 34% on February 23, 2015.

4. Options vested in three annual installments as follows: 33% on February 20, 2014; 33% on February 20, 2015; and 34% on February 20, 2016.

5. Options vested in three annual installments as follows: 33% on February 19, 2015; 33% on February 19, 2016; and 34% on February 19, 2017.

6. Options vested in three annual installments as follows: 33% on February 18, 2016; 33% on February 18, 2017; and 34% on February 18, 2018.

7. Options vested or will vest in three annual installments as follows: 33% on February 22, 2017; 33% on February 22, 2018; and 34% on February 22, 2019.

8. Options vested or will vest in three annual installments as follows: 33% on February 16, 2018; 33% on February 16, 2019; and 34% on February 16, 2020.

9. Options will vest in three annual installments as follows: 33% on February 22, 2019; 33% on February 22, 2020; and 34% on February 22, 2021.

## Remarks:

Exhibit 24.1 Power of Attorney

/s/ Jenny L. Lauth, by Power of 01/02/2019

Date

<u>Attorney</u> \*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jenny L. Lauth and Jeffrey S. Srulovitz, signing singly, the undersigned's true and lawful attorney-in-fact to: prepare, execute in the undersigned's name and on the undersigned's behalf, (1)and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC; execute for and on behalf of the undersigned, in the undersigned's capacity (2)as an executive officer and/or director of Mondelez International, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; do and perform any and all acts for and on behalf of the undersigned which (3) may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and take any other action of any type whatsoever in connection with the (4)foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney is effective November 15, 2018 and revokes all prior Powers of Attorney relating to reporting under Section 16 of the Securities Exchange Act of 1934 of the Company's securities and the matters outlined above and shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or in a subsequently filed instrument. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of December, 2018. /s/ Vinzenz P. Gruber Signature Vinzenz P. Gruber

Exhibit 24.1

Print Name