
**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): April 16, 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 8.01. Other Events.

On April 16, 2018, Mondelez International, Inc. (“we”) issued a press release announcing the results as of the early tender date of our previously announced offer to purchase (the “Tender Offer”) for cash up to \$1,000,000,000 aggregate principal amount of all validly tendered and not validly withdrawn:

- (i) 6.500% Notes due 2040 (the “2040 Notes”);
- (ii) 6.500% Notes due 2031 (the “2031 Notes”);
- (iii) 6.875% Notes due 2038 (the “2038 Notes”);
- (iv) 6.875% Notes due 2039 (the “2039 Notes”);
- (v) 7.000% Notes due 2037 (the “2037 Notes”);
- (vi) 5.375% Notes due 2020 (the “2020 Notes”); and

(vii) 6.125% Notes due 2018 (the “2018 Notes” and, together with the 2040 Notes, the 2031 Notes, the 2038 Notes, the 2039 Notes, the 2037 Notes and the 2020 Notes, the “Notes”).

We also announced the results of the previously announced concurrent solicitation of consents from the holders of the Notes to amend the indenture governing the Notes and certain provisions of the Notes themselves. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

On April 16, 2018, we issued a press release announcing the pricing for the Tender Offer. A copy of the press release is being filed as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Mondelez International, Inc. Press Release, dated April 16, 2018.
99.2	Mondelez International, Inc. Press Release, dated April 16, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: April 16, 2018



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Mondelēz International Announces Early Tender Results of Its Cash Tender Offer and Consent Solicitation

DEERFIELD, Ill. – April 16, 2018 – Mondelēz International, Inc. (formerly known as Kraft Foods Inc.) (the “Company” or “Mondelēz International”) announces the early tender results as of 5:00 p.m., New York City time, on April 13, 2018 (the “Early Tender Date”) for its previously announced offer to purchase (the “Tender Offer”) for cash up to \$1,000,000,000 aggregate principal of the debt securities listed below (the “Notes”) from each holder (individually, a “Holder,” and collectively, the “Holders”) of the applicable Notes. The principal amount of each series of Notes that were validly tendered and not validly withdrawn in the Tender Offer as of the Early Tender Date is set forth in the table below:

Title of Security	CUSIP	Aggregate Principal Amount Outstanding	Acceptance Priority Level	As of the Early Tender Date	
				Principal Amount Tendered	Percent of Amount Outstanding Tendered
6.500% Notes due 2040(1)	50075N AZ7 / US50075NAZ78	\$ 501,541,000	1	\$241,001,000	48.05%
6.500% Notes due 2031(1)(2)	50075N AC8 / US50075NAC83	\$ 350,409,000	2	\$75,829,000	21.64%
6.875% Notes due 2038(1)	50075N AT1 / US50075NAT19	\$ 255,387,000	3	\$72,070,000	28.22%
6.875% Notes due 2039(1)	50075N AW4 / US50075NAW48	\$ 195,193,000	4	\$29,262,000	14.99%
7.000% Notes due 2037(1)	50075N AR5 / US50075NAR52	\$ 139,631,000	5	\$11,684,000	8.37%
5.375% Notes due 2020(1)	50075N BA1 / US50075NBA19	\$ 524,402,000	6	\$97,592,000	18.61%
6.125% Notes due 2018(1)	50075N AV6 / US50075NAV64	\$ 322,602,000	7	\$42,578,000	13.20%

(1) Issuer formerly known as Kraft Foods Inc.

(2) Admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.

The Tender Offer and the Consent Solicitation (as defined below) are being made upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated April 2, 2018 (as the same may be amended or supplemented from time to time, the “Offer to Purchase”) and in the related Consent and Letter of Transmittal (as the same may be amended or supplemented from time to time, the “Letter of Transmittal”).

The Company announces that it has accepted for purchase all \$570,016,000 aggregate principal amount of Notes validly tendered and not validly withdrawn prior to the Early Tender Date. As previously announced, the consideration paid in the Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the applicable fixed spread over the bid side yield to maturity of the applicable U.S. Treasury Security as specified in the table above as calculated by the Dealer Managers for the Tender Offer at 11:00 a.m., New York City time, on April 16, 2018 (such time and date, as the same may be extended, the “Price Determination Date”). Holders of Notes that have been validly tendered and not validly withdrawn at or prior to the Early Tender Date and that have been accepted for purchase by the Company will receive the applicable “Total Consideration” (which includes an early tender premium of \$30 per \$1,000 principal amount of the Notes accepted for purchase) and will also receive accrued and unpaid interest on their purchased Notes from the last interest payment date for such Notes to, but excluding, the Initial Settlement Date (as defined below). The Withdrawal Deadline expired at 5:00 p.m., New York City time, on April 13, 2018, and has not been extended.

As previously announced, the Company is soliciting (the “Consent Solicitation”) consents (the “Consents”) from each Holder of the Notes to certain proposed amendments to the Indenture, dated as of October 17, 2001, by and between the Company and Deutsche Bank Trust Company Americas (as successor trustee to The Bank of New York and The Chase Manhattan Bank), as trustee, as supplemented by the applicable officers’ certificate governing each series of Notes and the Notes. The Company has not received Consents from Holders of more than 50% of the outstanding aggregate principal amount of any of the Notes prior to the Early Tender Date.

As previously announced, the Expiration Date of the Tender Offer is 11:59 p.m., New York City time, on April 27, 2018, unless extended or earlier terminated by the Company (such date and time, as the same may be extended, the “Expiration Date”). The settlement for Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date and accepted for purchase pursuant to the Tender Offer will be on April 17, 2018 (the “Initial Settlement Date”). Assuming the Tender Offer and the Consent Solicitation are not extended and the conditions to the Tender Offer and Consent Solicitation are satisfied or waived, the Company expects that settlement for any Notes validly tendered and not validly withdrawn after the Early Tender Date and at or prior to the Expiration Date and accepted for purchase to be on May 1, 2018.

Barclays Capital Inc. and Citigroup Global Markets Inc. are serving as dealer managers (the “Dealer Managers”) for the Tender Offer and as solicitation agents (the “Solicitation Agents”) for the Consent Solicitation. Global Bondholder Services Corporation is acting as information agent (the “Information Agent”) and depository (the “Depository”) in connection with the Tender Offer and Consent Solicitation.

Copies of the Offer to Purchase and Letter of Transmittal are available from the Depository and Information Agent as set out below. Capitalized terms used in this press release but not defined have the meanings given to them in the Offer to Purchase.

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase or a solicitation of consents with respect to any Notes. The Tender Offer and Consent Solicitation are being made solely pursuant to the Offer to Purchase and related documents. The Tender Offer and the Consent Solicitation are not being made to Holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer and the Consent Solicitation to be made by a licensed broker or dealer, the Tender Offer and the Consent Solicitation will be deemed to be made on behalf of Mondelēz International by the Dealer Managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

The Information Agent for the Tender Offer and Consent Solicitation is:

Global Bondholder Services Corporation Attention: Corporate Actions Banks and Brokers Call Collect: (212) 430-3774 All Others Call Toll-Free: (866) 470-3800

The Dealer Managers for the Tender Offer and the Solicitation Agents for the Consent Solicitation are:

Barclays Capital Inc.

Attention: Liability Management Group

Collect: (212) 528-7581

Toll Free: (800) 438-3242

Email: us.lm@barclays.com

Citigroup Global Markets Inc.

Attention: Liability Management Group

Collect: (212) 723-6106

Toll-Free: (800) 558-3745

Email: ny.liabilitymanagement@citi.com

About Mondelēz International

Mondelēz 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, Mondelēz 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. Mondelēz 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 us 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,” “may,” “expect,” “intend” and similar expressions are intended to identify the Company’s forward-looking statements, including, but not limited to, statements about the offer to purchase and proposed amendments to the indenture as supplemented by the applicable officers’ certificates governing each series of Notes and the Notes. 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 U.S. Securities and Exchange Commission, 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.





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Mondelēz International Announces Pricing for its Cash Tender Offer and Consent Solicitation

DEERFIELD, Ill. – April 16, 2018 – Mondelēz International, Inc. (formerly known as Kraft Foods Inc.) (the “Company” or “Mondelēz International”) announces the pricing for its previously announced offer to purchase (the “Tender Offer”) for cash of the debt securities listed below (the “Notes”) from each holder (individually, a “Holder,” and collectively, the “Holders”) of the applicable Notes. The Tender Offer and the related solicitation of consents (the “Consent Solicitation”) are being made upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated April 2, 2018 (as the same may be amended or supplemented from time to time, the “Offer to Purchase”), and in the related Consent and Letter of Transmittal (as the same may be amended or supplemented from time to time, the “Letter of Transmittal”). The Total Consideration amount for each series of Notes that were validly tendered and not validly withdrawn in the Tender Offer as of the Early Tender Date is set forth in the table below:

Title of Security	CUSIP	Aggregate Principal Amount Outstanding	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page	Fixed Spread (basis points)	Early Tender Premium (1)	Total Consideration (1)(2)
6.500% Notes due 2040(3)	50075N AZ7 / US50075NAZ78	\$501,541,000	1	2.750% U.S. Treasury due November 15, 2047	FIT1	135	\$30	\$1,292.48
6.500% Notes due 2031(3)(4)	50075N AC8 / US50075NAC83	\$350,409,000	2	2.750% U.S. Treasury due February 15, 2028	FIT1	115	\$30	\$1,259.74
6.875% Notes due 2038(3)	50075N AT1 / US50075NAT19	\$255,387,000	3	2.750% U.S. Treasury due November 15, 2047	FIT1	130	\$30	\$1,332.67
6.875% Notes due 2039(3)	50075N AW4 / US50075NAW48	\$195,193,000	4	2.750% U.S. Treasury due November 15, 2047	FIT1	130	\$30	\$1,342.96
7.000% Notes due 2037(3)	50075N AR5 / US50075NAR52	\$139,631,000	5	2.750% U.S. Treasury due November 15, 2047	FIT1	125	\$30	\$1,351.77
5.375% Notes due 2020(3)	50075N BA1 / US50075NBA19	\$524,402,000	6	2.250% U.S. Treasury due March 31, 2020	FIT1	25	\$30	\$1,048.16
6.125% Notes due 2018(3)	50075N AV6 / US50075NAV64	\$322,602,000	7	1.000% U.S. Treasury due August 15, 2018	FIT3	20	\$30	\$1,014.09

(1) Per \$1,000 principal amount of Notes.

(2) Total Consideration (as defined in the Offer to Purchase) calculated on the basis of pricing for the Reference U.S. Treasury Security as of 11:00 a.m., New York City time, on April 16, 2018 and an Initial Settlement Date (as defined in the Offer to Purchase) on April 17, 2018. See [Schedule A](#) to the Offer to Purchase for the formula used to determine the Total Consideration, Tender Offer Consideration and Accrued Interest.

(3) Issuer formerly known as Kraft Foods Inc.

(4) Admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.

The Company announced that it has accepted for purchase all \$570,016,000 aggregate principal amount of Notes validly tendered and not validly withdrawn prior to the Early Tender Date. As previously announced, the consideration paid in the Tender Offer has been determined in the manner described in the Offer to Purchase by reference to the applicable fixed spread over the bid side yield to maturity of the applicable U.S. Treasury Security as specified in the table above as calculated by the Dealer Managers for the Tender Offer at 11:00 a.m., New York City time, on April 16, 2018. Holders of Notes that have been validly tendered and not validly withdrawn at or prior to 5:00 p.m., New York City time, on April 13, 2018 (the “Early Tender Date”) and that have been accepted for purchase by the Company will receive the applicable “Total Consideration,” which includes an early tender premium of \$30 per \$1,000 principal amount of the Notes accepted for purchase (the “Early Tender Premium”). Holders of Notes who validly tender their Notes after the Early Tender Date and at or prior to 11:59 p.m., New York City time, on April 27, 2018, unless extended or earlier terminated by the Company (such date and time, as the same may be extended, the “Expiration Date”), will only receive the applicable “Tender Consideration” per \$1,000 principal amount of Notes tendered by such Holders that are accepted for purchase, which is equal to the applicable Total Consideration minus the Early Tender Premium. Holders whose Notes have been accepted for purchase pursuant to the Tender Offer will also receive accrued and unpaid interest on their purchased Notes from the last interest payment date for such Notes to, but excluding, the applicable settlement date.

The settlement for Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date and accepted for purchase pursuant to the Tender Offer will be on April 17, 2018 (the “Initial Settlement Date”). Assuming the Tender Offer and the Consent Solicitation are not extended and the conditions to the Tender Offer and Consent Solicitation are satisfied or waived, the Company expects that settlement for any Notes validly tendered and not validly withdrawn after the Early Tender Date and at or prior to the Expiration Date and accepted for purchase to be on May 1, 2018.

Barclays Capital Inc. and Citigroup Global Markets Inc. are serving as dealer managers (the “Dealer Managers”) for the Tender Offer and as solicitation agents (the “Solicitation Agents”) for the Consent Solicitation. Global Bondholder Services Corporation is acting as information agent (the “Information Agent”) and depository (the “Depository”) in connection with the Tender Offer and Consent Solicitation.

Copies of the Offer to Purchase and Letter of Transmittal are available from the Depository and Information Agent as set out below. Capitalized terms used in this press release but not defined have the meanings given to them in the Offer to Purchase.

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase or a solicitation of consents with respect to any Notes. The Tender Offer and Consent Solicitation are being made solely pursuant to the Offer to Purchase and related documents. The Tender Offer and the Consent Solicitation are not being made to Holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer and the Consent Solicitation to be made by a licensed broker or dealer, the Tender Offer and the Consent Solicitation will be deemed to be made on behalf of Mondelēz International by the Dealer Managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

The Information Agent for the Tender Offer and Consent Solicitation is:

Global Bondholder Services Corporation

Attention: Corporate Actions

Banks and Brokers Call Collect: (212) 430-3774

All Others Call Toll-Free: (866) 470-3800

The Dealer Managers for the Tender Offer and the Solicitation Agents for the Consent Solicitation are:

Barclays Capital Inc.

Attention: Liability Management Group

Collect: (212) 528-7581

Toll Free: (800) 438-3242

Email: us.lm@barclays.com

Citigroup Global Markets Inc.

Attention: Liability Management Group

Collect: (212) 723-6106

Toll-Free: (800) 558-3745

Email: ny.liabilitymanagement@citi.com

About Mondelēz International

Mondelēz 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, Mondelēz 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. Mondelēz 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 us on Twitter at [www.twitter.com/MDLZ](https://twitter.com/MDLZ).

Forward-Looking Statements

This press release contains a number of forward-looking statements. Words, and variations of words, such as “will,” “may,” “expect,” “intend” and similar expressions are intended to identify the Company’s forward-looking statements, including, but not limited to, statements about the offer to purchase. 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 U.S. Securities and Exchange Commission, 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.

