**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

**1. Name and Address of Reporting Person**

**MAY PETER W**

- (Last) 223 SUNSET AVENUE
- (First) SUITE 223
- (Middle) PALM BEACH
- (Street) FL
- (City) 33480
- (State) (Zip)

**2. Issuer Name and Ticker or Trading Symbol**

**Mondelez International, Inc. [MDLZ]**

**3. Date of Earliest Transaction**

08/10/2021

**4. If Amendment, Date of Original Filed**

**5. Relationship of Reporting Person(s) to Issuer**

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>08/10/2021</td>
<td></td>
<td>$ (1)</td>
<td>161,316</td>
<td>D $62.2049(2)</td>
<td>I</td>
<td>Please see explanation below(3)(4)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>8,460,786</td>
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
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**Explanation of Responses:**

1. Represents the sale of shares in connection with the winding down of a Trian Entity (as defined below).

2. The price shown in Column 4 is a weighted average sale price. The price range for the sale is $62.06 - $62.325. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| Transaction Code (Instr. 8) | Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | Date Exercisable and Expiration Date (Month/Day/Year) | Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | Price of Derivative Security (Instr. 5) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|                                                                                 |                                  |                                                |                                             |
|                             |                                                                                                                                             |                                                          |                                                                                 |                                  |                                                |                                             |

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3. Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Partners Strategic Investment Fund-D, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Fund (Sub)-G, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund-G III, L.P., and Trian Partners Strategic Fund-C, Ltd. (collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. May is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on its own behalf and on behalf of the Trian Entities.

4. (FN3, contd.) Accordingly, Mr. May may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by Trian Management and the Trian Entities and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. May is a director of the Issuer.

5. Total number of shares includes an additional 79 shares acquired through a dividend reinvestment program.

Remarks:

Stacey L. Sayetta, Attorney-in-Fact for Peter W. May 08/12/2021
Stacey L. Sayetta, Attorney-in-Fact for Peter W. May, member of the general partner of Trian Fund Management, L.P. 08/12/2021

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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

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