

**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): March 3, 2022

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.)

905 West Fulton Market, Suite 200, Chicago, Illinois 60607
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, no par value	MDLZ	The Nasdaq Global Select Market
1.625% Notes due 2027	MDLZ27	The Nasdaq Stock Market LLC
0.250% Notes due 2028	MDLZ28	The Nasdaq Stock Market LLC
0.750% Notes due 2033	MDLZ33	The Nasdaq Stock Market LLC
2.375% Notes due 2035	MDLZ35	The Nasdaq Stock Market LLC
4.500% Notes due 2035	MDLZ35A	The Nasdaq Stock Market LLC
1.375% Notes due 2041	MDLZ41	The Nasdaq Stock Market LLC
3.875% Notes due 2045	MDLZ45	The Nasdaq Stock Market LLC

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.**Tender Offer**

On March 3, 2022, we issued a press release announcing the commencement of an offer to purchase for cash up to an aggregate consideration amount, including premium, but excluding any accrued and unpaid interest, of \$850,000,000 of all validly tendered and not validly withdrawn:

- (i) 7.000% Notes due 2037
- (ii) 6.500% Notes due 2031
- (iii) 6.875% Notes due 2038
- (iv) 6.875% Notes due 2039
- (v) 6.500% Notes due 2040
- (vi) 4.625% Notes due 2048
- (vii) 2.750% Notes due 2030
- (viii) 4.125% Notes due 2028
- (ix) 3.625% Notes due 2026
- (x) 4.500% Notes due 2035
- (xi) 3.875% Notes due 2045

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Redemption

On March 3, 2022, Mondelēz International, Inc. (the “Company”) issued a press release calling for redemption the entire \$1,000,000,000 aggregate principal amount of its outstanding 0.625% Notes due 2022 (CUSIP No. 609207 AV7 / ISIN No. US609207AV77) (the “Notes”), which were issued pursuant to the Indenture, dated as of March 6, 2015 (as supplemented and amended from time to time, the “Base Indenture”), by and between the Company and Deutsche Bank Trust Company Americas, as trustee, as supplemented by the Officers’ Certificate of the Company, dated as of July 2, 2020, issued pursuant to Section 301 of the 2015 Base Indenture.

The Notes will be redeemed on March 18, 2022 (the “Redemption Date”), at a redemption price equal to the greater of (1) 100% of the principal amount of the Notes to be redeemed or (2) the sum of the present values of each remaining scheduled payment of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the Redemption Date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Notes) plus 10 basis points, plus accrued and unpaid interest, if any, thereon to, but excluding, the Redemption Date.

The Company expects to publish the actual redemption price for the Notes in the investor section of its website (<http://www.mondelezinternational.com/investors>) once it has been determined.

A copy of the press release is 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	Mondelēz International, Inc. Press Release, dated March 3, 2022.
99.2	Mondelēz International, Inc. Press Release, dated March 3, 2022.
104	The cover page from Mondelēz International, Inc.’s Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

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/ Ellen M. Smith
Name: Ellen M. Smith
Title: Senior Vice President and Chief Counsel, Corporate Secretary

Date: March 3, 2022



Contact: Tracey Noe (Media)
1-847-943-5678
news@mdlz.com

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

Mondelēz International Announces Cash Tender Offer

CHICAGO, IL, March 3, 2022 – Mondelēz International, Inc. (Nasdaq: MDLZ) (“Mondelēz International”) today announced its offer to purchase (the “Tender Offer”) for cash up to an aggregate consideration amount, including premium, but excluding any Accrued Interest (as defined below), of \$850,000,000 (such amount as it may be amended, the “Maximum Tender Amount”) of the debt securities listed in the table (the “Notes”), each issued under the applicable indenture, as supplemented by the applicable officers’ certificate, governing each series of Notes.

Title of Security	CUSIP / ISIN	Maturity Date	Par Call Date	Aggregate Principal Amount Outstanding	Acceptance Priority Level ⁽¹⁾	Tender SubCap	Reference Security	Bloomberg Reference Page	Fixed Spread (basis points) ⁽²⁾	Early Tender Premium ⁽³⁾⁽⁴⁾
7.000% Notes due 2037 ⁽⁵⁾	50075N AR5 / US50075NAR52	August 11, 2037	N/A	\$126,504,000	1		2.375% U.S. Treasury due 2042	FIT1	145	\$30
6.500% Notes due 2031 ⁽⁵⁾⁽⁶⁾	50075N AC8 / US50075NAC83	November 1, 2031	N/A	\$269,920,000	2		1.875% U.S. Treasury due 2032	FIT1	120	\$30
6.875% Notes due 2038	50075N AT1 / US50075NAT19	February 1, 2038	N/A	\$159,014,000	3		2.375% U.S. Treasury due 2042	FIT1	145	\$30
6.875% Notes due 2039 ⁽⁵⁾	50075N AW4 / US50075NAW48	January 26, 2039	N/A	\$156,416,000	4		2.375% U.S. Treasury due 2042	FIT1	145	\$30
6.500% Notes due 2040 ⁽⁵⁾	50075N AZ7 / US50075NAZ78	February 9, 2040	N/A	\$259,578,000	5		2.375% U.S. Treasury due 2042	FIT1	145	\$30
4.625% Notes due 2048	609207 AP0 / US609207AP00	May 7, 2048	November 7, 2047	\$229,184,000	6		1.875% U.S. Treasury due 2051	FIT1	145	\$30
2.750% Notes due 2030 ⁽⁶⁾	609207 AT2 / US609207AT22	April 13, 2030	January 13, 2030	\$1,250,000,000	7	\$500,000,000	1.875% U.S. Treasury due 2032	FIT1	90	\$30
4.125% Notes due 2028	609207 AM7 / US609207AM78	May 7, 2028	February 7, 2028	\$672,523,000	8		1.875% U.S. Treasury due 2027	FIT1	65	\$30
3.625% Notes due 2026	609207 AR6 / US609207AR65	February 13, 2026	December 13, 2025	\$351,540,000	9		1.875% U.S. Treasury due 2027	FIT1	45	\$30
4.500% Notes due 2035 ⁽⁷⁾	609207 AH8 / XS1324085304	December 3, 2035	September 3, 2035	£94,881,000	10		0.625% U.K. Treasury due 2035	FIT GLT10-50	115	£30
3.875% Notes due 2045 ⁽⁷⁾	609207 AG0 / XS1197275966	March 6, 2045	December 6, 2044	£168,363,000	11		3.500% U.K. Treasury due 2045	FIT GLT10-50	120	£30

(1) Mondelēz will accept Notes in the order of their respective Acceptance Priority Level specified in the table above (each, an “Acceptance Priority Level,” with “1” being the highest Acceptance Priority Level and “11” being the lowest Acceptance Priority Level), subject to the terms and conditions described elsewhere in the Offer to Purchase, including the Maximum Tender Amount and the 2030 Notes SubCap (as defined below).

- (2) The Total Consideration payable for each series of Notes will be at a price per \$1,000 or £1,000 principal amount of such series of Notes validly tendered on or prior to the Early Tender Date and accepted for purchase by us, which is calculated using the applicable Fixed Spread, and when calculated in such a manner already includes the applicable Early Tender Premium.
- (3) The Total Consideration calculated from the relevant Fixed Spread already includes the Early Tender Premium.
- (4) Per \$1,000 or £1,000 principal amount of Notes.
- (5) Issuer formerly known as Kraft Foods Inc.
- (6) Admitted to trading on the Euro MTF market of the Luxembourg Stock Exchange.
- (7) Admitted to trading on The Nasdaq Stock Market LLC.

The Tender Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 3, 2022 (as the same may be amended or supplemented from time to time, the “Offer to Purchase”), including the Financing Condition (as defined below). The Tender Offer is open to all holders (individually, a “Holder,” and collectively, the “Holders”) of the applicable Notes.

BofA Securities, Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. are serving as dealer managers (the “Dealer Managers”) for the Tender Offer. Global Bondholder Services Corporation is acting as information agent (the “Information Agent”) and depositary (the “Depositary”) in connection with the Tender Offer.

Copies of the Offer to Purchase are available from the Depositary and the 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.

Notwithstanding the Maximum Tender Amount, Mondelēz International will accept for purchase no more than \$500,000,000 in aggregate principal amount (such amount as it may be amended, the “2030 Notes SubCap”) of the validly tendered 2.750% Notes due 2030 listed in the table above. The amount of a series of Notes that is purchased in the Tender Offer will be based on the order of priority (the “Acceptance Priority Level”) for such series as set forth in the table above, subject to the 2030 Notes SubCap (provided that Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date will be purchased prior to any Notes tendered after the Early Tender Date, regardless of the Acceptance Priority Level of such Notes validly tendered after the Early Tender Date).

Timetable for the Offers

<u>Date</u>	<u>Calendar Dates</u>
Commencement of the Tender Offer	March 3, 2022.
Early Tender Date	5:00 p.m., New York City time, on Wednesday, March 16, 2022, unless extended.
Withdrawal Deadline	5:00 p.m., New York City time, on Wednesday, March 16, 2022, unless extended.
Price Determination Date	10:00 a.m., New York City time, on Thursday, March 17, 2022, unless extended.
Initial Settlement Date	Expected to be the second business day after the Early Tender Date. The expected Initial Settlement Date is Friday, March 18, 2022, assuming that the conditions to the Tender Offer are satisfied or waived.
Expiration Date	11:59 p.m., New York City time, on Wednesday, March 30, 2022, unless extended.
Final Settlement Date	Expected to be the second business day after the Expiration Date. The expected Final Settlement Date is Friday, April 1, 2022, assuming the Maximum Tender Amount of Notes is not purchased on the Initial Settlement Date and assuming that the conditions to the Tender Offer are satisfied or waived.

Details of the Tender Offer

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 or mid-market (as applicable) yield to maturity of the applicable Reference Security (such sum being annualized in the case of the Sterling Notes) as specified in the table above as calculated by the Dealer Managers for the Tender Offer at 10:00 a.m., New York City time, on Thursday, March 17, 2022 (such time and date, as the same may be extended, the “Price Determination Date”). Holders who validly tender (and who do not validly withdraw) their Notes at or prior to 5:00 p.m., New York City time, on Wednesday, March 16, 2022 (such date and time, as the same may be extended, the “Early Tender Date”) and whose Notes are accepted for purchase will receive the applicable “Total Consideration,” which includes an early tender premium for the applicable series of Notes set forth in the table above (the “Early Tender Premium”). Holders who validly tender (and who do not validly withdraw) their Notes after the Early Tender Date and at or prior to 11:59 p.m., New York City time, on Wednesday, March 30, 2022, unless extended (such date and time, as the same may be extended, the “Expiration Date”), and whose Notes are accepted for purchase will only receive the applicable Tender Consideration per \$1,000 or £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. In addition to the Total Consideration or the Tender Offer Consideration, as applicable, all Holders of Notes accepted for purchase will also receive accrued and unpaid interest on such \$1,000 or £1,000 principal amount of Notes from the last applicable interest payment date up to, but not including, the applicable settlement date, payable on the applicable settlement date (“Accrued Interest”).

Assuming the Tender Offer is not extended and the conditions to the Tender Offer are satisfied or waived, Mondelez International expects (i) that 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 Friday, March 18, 2022, but Mondelez International reserves the right, in its sole discretion, to designate such settlement date at any date following the Early Tender Date, and (ii) 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 will be on Friday, April 1, 2022.

Notes tendered in the Tender Offer may be validly withdrawn at any time at or prior to 5:00 p.m., New York City time, on Wednesday, March 16, 2022 (such date and time, as the same may be extended, the “Withdrawal Deadline”), but not thereafter unless Mondelez International is otherwise required by applicable law to permit withdrawal.

The amount of a series of Notes that is purchased in the Tender Offer will be based on the applicable Acceptance Priority Level for such series as set forth in the table on the front cover of the Offer to Purchase, with “1” being the highest Acceptance Priority Level and “11” being the lowest Acceptance Priority Level, subject to the 2030 Notes SubCap (provided that Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date will be purchased prior to any Notes tendered after the Early Tender Date, regardless of the Acceptance Priority Level of such Notes validly tendered after the Early Tender Date).

Notwithstanding any other provision of the Tender Offer, the obligation of Mondelēz International to accept for purchase, and to pay for, any Notes validly tendered and not validly withdrawn is further subject to, and conditioned upon, the successful completion (in Mondelēz International’s sole opinion) of some form of debt financing designated to raise sufficient funds to purchase all Notes validly tendered and not validly withdrawn, including premium but excluding any Accrued Interest, subject to the Maximum Tender Amount and, in the case of the 2030 Notes, the 2030 Notes SubCap, and accepted for purchase by Mondelēz International and to pay all fees and expenses in connection with the Tender Offer (the “Financing Condition”), unless Mondelēz International (in its sole discretion) elects to waive the Financing Condition. The terms of such debt financing will be determined by market conditions and other factors at the time it occurs. No assurances can be given that Mondelēz International will in fact complete such debt financing. Consummation of the Tender Offer is expressly contingent upon, among other things, Mondelēz International obtaining financing on terms satisfactory to Mondelēz International.

Validly tendered Notes may be withdrawn at any time at or prior to the Withdrawal Deadline. After such time, Holders may not withdraw their Notes, unless Mondelēz International is otherwise required by applicable law to permit withdrawal, in which case withdrawal rights will be extended, in accordance with applicable law, as Mondelēz International determines to be appropriate to allow tendering Holders a reasonable opportunity to respond. In the event of a termination of the Tender Offer either in whole or with respect to any series of Notes, any Notes as to which the Tender Offer has been terminated that have been validly tendered will be promptly returned in accordance with applicable law. Notes tendered pursuant to the Tender Offer and not purchased due to the Maximum Tender Amount, the 2030 Notes SubCap, priority acceptance procedures, proration or a defect in the tender will be returned to the tendering Holders promptly following the Expiration Date.

Subject to applicable law, the Tender Offer may be terminated or withdrawn in whole or terminated or withdrawn with respect to any or all series of Notes. Mondelēz International reserves the right, subject to applicable law, to: (i) waive any and all conditions to the Tender Offer, including the Financing Condition with respect to any or all series of Notes; (ii) extend or terminate the Tender Offer with respect to any or all series of Notes; (iii) increase or decrease the Maximum Tender Amount or the 2030 Notes SubCap; or (iv) otherwise amend the Tender Offer with respect to any or all series of Notes, in each case, in their sole discretion without

extending the Withdrawal Deadline or otherwise reinstating withdrawal rights. If Mondelēz International makes a change, increases or decreases the Maximum Tender Amount or the 2030 Notes SubCap, Holders will not be able to withdraw any of their previously tendered Notes.

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase with respect to any Notes. The Tender Offer is being made solely pursuant to the Offer to Purchase. The Tender Offer is 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 to be made by a licensed broker or dealer, the Tender Offer 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 Depositary and Information Agent for the Offers is Global Bondholder Services Corporation. Any questions or requests for assistance or additional copies of this Offer to Purchase may be directed to the Depositary and Information Agent at 65 Broadway – Suite 404, New York, New York 10006, e-mail: contact@gbsc-usa.com, banks and brokers call: 212-430-3774, all others call toll free (U.S. only): 855-654-2015.

The Dealer Managers for the Tender Offer are BofA Securities, Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. Any questions related to the terms of the Offers may be directed to BofA Securities, Inc. at 620 South Tryon Street, 20th Floor, Charlotte, North Carolina 28255, attention: Liability Management Group, collect: (980) 387-3907, e-mail: debt_advisory@bofa.com, London: +44 207 996 5420, DG.LM-EMEA@bofa.com, Credit Suisse Securities (USA) LLC at Eleven Madison Avenue, New York, New York 10010, attention: Liability Management Group, toll free: (800) 820-1653, collect: (212) 325-6340, London: +44 (0) 20-7883-8763, and Deutsche Bank Securities Inc. at 1 Columbus Circle, New York, New York 10019, Attn: Liability Management Group, Toll Free: 1-800-503-4611, Collect: (212) 250-2955, London: +44 20 7545 8011.

About Mondelēz International

Mondelēz International, Inc. (Nasdaq: MDLZ) empowers people to snack right in over 150 countries around the world. With 2021 net revenues of approximately \$29 billion, MDLZ is leading the future of snacking with iconic global and local brands such as *Oreo*, *belVita* and *LU* biscuits; *Cadbury Dairy Milk*, *Milka* and *Toblerone* chocolate; *Sour Patch Kids* candy and *Trident* gum. Mondelēz International is a proud member of the Standard and Poor's 500, Nasdaq 100 and Dow Jones Sustainability Index.

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 Mondelēz International'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 Mondelēz International's control, which could cause Mondelēz International's actual results to differ materially from those indicated in Mondelēz International's forward-looking statements. Please see Mondelēz International'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 Mondelēz International's most recently filed Annual Report on Form 10-K. Mondelēz 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.



Contacts: Tracey Noe (Media)
+1 847 943 5678
news@mdlz.com

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

**Mondelēz International Calls for
Redemption of 0.625% Notes Due 2022**

CHICAGO, IL, March 3, 2022 – Mondelēz International, Inc. (Nasdaq: MDLZ) (“Mondelēz International” or the “Company”) today called for redemption the entire \$1,000,000,000 aggregate principal amount of its outstanding 0.625% Notes due 2022 (CUSIP No. 609207 AV7 / ISIN No. US609207AV77) (the “Notes”), which were issued pursuant to the Indenture, dated as of March 6, 2015 (as supplemented and amended from time to time, the “Base Indenture”), by and between the Company and Deutsche Bank Trust Company Americas, as trustee, as supplemented by the Officers’ Certificate of the Company, dated as of July 2, 2020, issued pursuant to Section 301 of the Base Indenture.

The Notes will be redeemed on March 18, 2022 (the “Redemption Date”). The Notes will be redeemed at a redemption price equal to the greater of (1) 100% of the principal amount of the Notes to be redeemed or (2) the sum of the present values of each remaining scheduled payment of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the Redemption Date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Notes) plus 10 basis points, plus accrued and unpaid interest, if any, thereon to, but excluding, the Redemption Date.

The Company expects to publish the actual redemption prices of the Notes in the investor section of its website (www.mondelezinternational.com/investors) once they have been determined.

About Mondelez International

Mondelez International, Inc. (Nasdaq: MDLZ) empowers people to snack right in over 150 countries around the world. With 2021 net revenues of approximately \$29 billion, MDLZ is leading the future of snacking with iconic global and local brands such as *Oreo*, *belVita* and *LU* biscuits; *Cadbury Dairy Milk*, *Milka* and *Toblerone* chocolate; *Sour Patch Kids* candy 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](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 Mondelez International’s forward-looking statements, including, but not limited to, statements about the redemption of the Notes. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Mondelez International’s control, which could cause Mondelez International’s actual results to differ materially from those indicated in Mondelez International’s forward-looking statements. Please see Mondelez International’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 Mondelez International’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.