
**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): August 29, 2016

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))
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Item 7.01. Regulation FD Disclosure.

On August 29, 2016, we issued a press release announcing that we have ended discussions with The Hershey Company regarding a possible combination of the two companies. A copy of our press release announcing this matter is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) The following exhibit is being furnished with this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Mondelēz International, Inc. Press Release, dated August 29, 2016.

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/ Brian T. Gladden

Name: Brian T. Gladden

Title: Executive Vice President and Chief Financial Officer

Date: August 29, 2016

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Mondelēz International, Inc. Press Release, dated August 29, 2016.



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Mondelēz International No Longer Pursuing Combination with Hershey

- **Company Will Continue to Execute Plans to Deliver Sustainable Growth and Shareholder Value**
- **Company Will Update Investors at Upcoming Barclays Global Consumer Staples Conference**

DEERFIELD, Ill. – Aug. 29, 2016 – Mondelēz International, Inc. (NASDAQ: MDLZ) today announced it has ended discussions with The Hershey Company regarding a possible combination of the two companies.

“As the world’s leading snacking company, we remain focused on successfully executing our strategy to deliver both sustainable top-line growth and significant margin expansion and are well-positioned to continue to deliver value to our shareholders,” said Chairman and CEO Irene Rosenfeld. “Our proposal to acquire Hershey reflected our conviction that combining our two iconic American companies would create an industry leader with global scale in snacking and confectionery and a strong portfolio of complementary brands. Following additional discussions, and taking into account recent shareholder developments at Hershey, we determined that there is no actionable path forward toward an agreement. While we are disappointed in this outcome, we remain disciplined in our approach to creating value, including through acquisitions, and confident that our advantaged platform positions us well for top-tier performance over the long term.”

Barclays Conference Global Consumer Staples Conference

Mondelēz International will present at the Barclays Global Consumer Staples Conference on Wednesday, Sept. 7, at 9 a.m. EDT. Presenting on behalf of the company will be Executive Vice President and Chief Financial Officer Brian Gladden, Executive Vice President, Integrated Supply Chain Daniel Myers and Executive Vice President and Chief Growth Officer Tim Cofer.

A live audio webcast of the presentation will be available at www.mondelezinternational.com/investors. An archive of the webcast will be available on the company’s website. The company also will be live tweeting the event at www.twitter.com/MDLZ.

About Mondelez International

Mondelez International, Inc. (NASDAQ: MDLZ) is a global snacking powerhouse, with 2015 net revenues of approximately \$30 billion. Creating delicious moments of joy in 165 countries, Mondelez International is a world leader in biscuits, chocolate, gum, candy and powdered beverages, with billion-dollar brands such as *Oreo*, *LU* and *Nabisco* biscuits; *Cadbury*, *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 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,” “deliver,” “positioned” and similar expressions are intended to identify the company’s forward-looking statements, including, but not limited to, statements about: our discussions with The Hershey Company; the company’s future performance, including its future revenue growth and margins; execution of the company’s strategy; shareholder value; and long-term performance. 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. Such factors include, but are not limited to, risks from operating globally including in emerging markets; changes in currency exchange rates, controls and restrictions; continued volatility of commodity and other input costs; weakness in economic conditions; weakness in consumer spending; pricing actions; unanticipated disruptions to the company’s business; competition; the restructuring program and the company’s other transformation initiatives not yielding the anticipated benefits; changes in the assumptions on which the restructuring program is based; and tax law changes. Please also 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.

