
**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): October 19, 2016

MONDELÉZ INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

1-16483
(Commission File Number)

Virginia
(State or other jurisdiction
of incorporation)

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 8.01. Other Events.

On October 19, 2016, Mondelēz International, Inc. (“we” or the “Company”) issued a press release announcing that Mondelez International Holdings Netherlands B.V., a wholly owned subsidiary of the Company and the principal holding company for the Company’s consolidated non-U.S. operations, has priced an offering of \$3.75 billion aggregate principal amount of notes, consisting of \$500,000,000 aggregate principal amount of Floating Rate Notes due 2019, \$1,750,000,000 aggregate principal amount of 1.625% Notes due 2019 and \$1,500,000,000 aggregate principal amount of 2.000% Notes due 2021 (collectively, the “Notes”). We intend to use the net proceeds from the sale of the Notes for general corporate purposes, including to fund all or a portion of our ongoing tender offer for certain outstanding debt and to fund near term debt maturities. We will guarantee the Notes. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Forward-Looking Statements

This Current Report on Form 8-K contains a number of forward-looking statements. Words, and variations of words, such as “will,” “intend,” “expect” and similar expressions are intended to identify our forward-looking statements, including, but not limited to, statements about the use of proceeds from the Notes offering. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause our actual results to differ materially from those indicated in our forward-looking statements. Please also see our risk factors, as they may be amended from time to time, set forth in our filings with the SEC, including our most recently filed Annual Report on Form 10-K. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this Current Report on Form 8-K, except as required by applicable law or regulation.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is 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 October 19, 2016.

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: October 20, 2016

EXHIBIT INDEX

Exhibit Number

Description

99.1

Mondelēz International, Inc. Press Release, dated October 19, 2016.



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**Mondelēz International Announces
Pricing of Notes Offering**

DEERFIELD, Ill. – Oct. 19, 2016 – Mondelēz International, Inc. (the “Company”) today announced that Mondelez International Holdings Netherlands B.V., a wholly owned subsidiary of the Company and the principal holding company for the Company’s consolidated non-U.S. operations, has priced an offering of \$3.75 billion aggregate principal amount of notes, consisting of \$500,000,000 aggregate principal amount of Floating Rate Notes due 2019, \$1,750,000,000 aggregate principal amount of 1.625% Notes due 2019 and \$1,500,000,000 aggregate principal amount of 2.000% Notes due 2021 (collectively, the “Notes”). The Company intends to use the net proceeds from the sale of the Notes for general corporate purposes, including to fund all or a portion of the Company’s ongoing tender offer for certain outstanding debt and to fund near term debt maturities. The Notes will be guaranteed by the Company. The offering is expected to close on Oct. 28, 2016.

The Notes and related guarantees will be offered only to persons believed to be qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States under Regulation S of the Securities Act. The Notes have not been registered under the Securities Act, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In addition, this press release does not constitute an offer to buy or the solicitation of an offer to sell the securities that are the subject of the tender offer discussed above. This press release is being issued pursuant to, and in accordance with, Rule 135c under the Securities Act.

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.

Forward-Looking Statements

This press release contains a number of forward-looking statements. Words, and variations of words, such as “will,” “expect,” “may,” “estimate,” “deliver” and “target” and similar expressions are intended to identify the Company's forward-looking statements, including, but not limited to, statements about the expected use of proceeds from the sale of the Notes and the expected closing date of the Notes offering. 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 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.

