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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13D**

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

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**Mondelez International, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**609207105**  
(CUSIP Number)

**Stephen Fraidin, Esq.  
Steve Milankov, Esq.  
Pershing Square Capital Management, L.P.  
888 Seventh Avenue, 42nd Floor  
New York, New York 10019  
(212) 813-3700**

*With a copy to:*

**Richard M. Brand, Esq.  
Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
(212) 504-6000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**January 27, 2017**  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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<b>1</b>	NAME OF REPORTING PERSON	Pershing Square Capital Management, L.P.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)	OO (See Item 3)
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  NONE
	<b>8</b>	SHARED VOTING POWER  99,312,825
	<b>9</b>	SOLE DISPOSITIVE POWER  NONE
	<b>10</b>	SHARED DISPOSITIVE POWER  99,312,825
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	99,312,825
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	6.4%*
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	IA

\* This calculation is based on 1,544,411,707 shares of common stock, par value \$0.01 per share ("Common Stock"), outstanding as of October 12, 2016 as reported in the Issuer's Quarterly Report on Form 10-Q filed on October 26, 2016 for the quarterly period ended September 30, 2016.

<b>1</b>	NAME OF REPORTING PERSON	PS Management GP, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)	OO (See Item 3)	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER	NONE
	<b>8</b>	SHARED VOTING POWER	99,312,825
	<b>9</b>	SOLE DISPOSITIVE POWER	NONE
	<b>10</b>	SHARED DISPOSITIVE POWER	99,312,825
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	99,312,825	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	6.4%*	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	OO	

\* This calculation is based on 1,544,411,707 shares of Common Stock outstanding as of October 12, 2016 as reported in the Issuer's Quarterly Report on Form 10-Q filed on October 26, 2016 for the quarterly period ended September 30, 2016.

<b>1</b>	NAME OF REPORTING PERSON  William A. Ackman	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  OO (See Item 3)	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  NONE
	<b>8</b>	SHARED VOTING POWER  99,312,825
	<b>9</b>	SOLE DISPOSITIVE POWER  NONE
	<b>10</b>	SHARED DISPOSITIVE POWER  99,312,825
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  99,312,825	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.4%*	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN	

\* This calculation is based on 1,544,411,707 shares of Common Stock outstanding as of October 12, 2016 as reported in the Issuer's Quarterly Report on Form 10-Q filed on October 26, 2016 for the quarterly period ended September 30, 2016.

This Amendment No. 3 to Schedule 13D (this "Amendment No. 3") amends and supplements the statement on Schedule 13D (the "Original Schedule 13D"), filed on August 6, 2015 (the Original Schedule 13D, as amended and supplemented through the date of this Amendment No. 3, the "Schedule 13D"), by Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square"); PS Management GP, LLC, a Delaware limited liability company ("PS Management"); and William A. Ackman, a citizen of the United States of America (together with Pershing Square and PS Management, the "Reporting Persons"), relating to the Class A common stock, no par value (the "Common Stock"), of Mondelez International, Inc., a Virginia corporation (the "Issuer"). Capitalized terms used but not defined in this amendment shall have the meanings set forth in the Schedule 13D.

Except as specifically amended by this Amendment No. 3, the Schedule 13D is unchanged.

**Item 1. Security and Issuer**

Item 1 of the Schedule 13D is hereby amended and supplemented to add the following information:

As of January 30, 2017, the Reporting Persons beneficially own an aggregate of 99,312,825 shares of Common Stock (the "Subject Shares"), which number includes: (i) 25,492,225 shares of Common Stock, and (ii) 73,820,600 shares of Common Stock underlying American-style call options.

The Subject Shares represent approximately 6.4% of the issued and outstanding shares of Common Stock of the Issuer.

Since the date on which Amendment No. 2 was filed, the Subject Shares represent an increase of: (1) 2,550,000 shares of Common Stock and (ii) 8,565,600 shares of Common Stock underlying American-style call options.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended and supplemented to add the following information:

The source of funding for the transactions reported herein was derived from the respective capital of the Pershing Square Funds.

**Item 5. Interest in Securities of the Issuer**

Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following information:

(c) Exhibit 99.8, which is incorporated by reference into this Item 5(c) as if restated in full, describes all of the transactions in the Common Stock or derivatives relating to Common Stock that were effected in the past 60 days by the Reporting Persons for the benefit of the Pershing Square Funds. Except as set forth in Exhibit 99.8 attached hereto, no reportable transactions were effected by any Reporting Person within the last 60 days.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

On January 27, 2017, the Reporting Persons on behalf of the Pershing Square Funds extended the maturity of certain over-the-counter option contracts as further detailed in Exhibit 99.8.

None of the options gives the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer or requires the counterparty thereto to acquire, hold, vote or dispose of any securities of the Issuer.

The form of option contract has previously been filed as Exhibit 99.4. Supplemental financial terms of these contracts are detailed in Exhibit 99.8 for transactions in the last 60 days.

**Item 7. Material to be Filed as Exhibits**

Item 7 of the Schedule 13D is hereby amended and supplemented by adding a reference to the following exhibit:

Exhibit 99.8      Trading data.

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 30, 2017

**PERSHING SQUARE CAPITAL MANAGEMENT, L.P.**

By: PS Management GP, LLC, its General Partner

By /s/ William A. Ackman

William A. Ackman  
Managing Member

**PS MANAGEMENT GP, LLC**

By /s/ William A. Ackman

William A. Ackman  
Managing Member

/s/ William A. Ackman

William A. Ackman

## INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
Exhibit 99.1	Joint Filing Agreement, dated as of August 6, 2015, among Pershing Square, PS Management and William A. Ackman.*
Exhibit 99.2	Trading data.*
Exhibit 99.3	Form of Forward Purchase Contract.*
Exhibit 99.4	Form of Call Option Contract.*
Exhibit 99.5	Form of Amendment to Forward Purchase Contract.*
Exhibit 99.6	Trading data.*
Exhibit 99.7	Trading data.*
Exhibit 99.8	Trading data.

\* Previously filed.



Name	Trade Date	Buy/Sell/Exercise	No. of Shares / Quantity	Unit Cost	Strike Price	Trade Amount	Security	Expiration Date
Pershing Square International, Ltd.	January 5, 2017	Buy	139,555	\$ 44.95	N/A	\$ 6,272,830	Common Stock	N/A
Pershing Square International, Ltd.	January 6, 2017	Buy	56,571	\$ 44.90	N/A	\$ 2,540,191	Common Stock	N/A
Pershing Square International, Ltd.	January 9, 2017	Buy	279,379	\$ 44.76	N/A	\$ 12,506,149	Common Stock	N/A
Pershing Square International, Ltd.	January 10, 2017	Buy	125,552	\$ 44.37	N/A	\$ 5,571,144	Common Stock	N/A
Pershing Square International, Ltd.	January 10, 2017	Sell	601,057	\$ 44.20	N/A	\$ 26,566,140	Common Stock	N/A
Pershing Square International, Ltd.	January 10, 2017	Buy to Open	8,136	\$ 9.03	\$38.01	\$ 7,347,139	Listed Call Option	January 19, 2018
Pershing Square International, Ltd.	January 27, 2017	Buy	785,910	\$ 44.30	N/A	\$ 34,815,813	Common Stock	N/A
Pershing Square International, Ltd.	January 27, 2017	Sell to Close	1,539,931	\$ 7.90	\$36.64	\$ 12,165,455	OTC Call Option	March 3, 2017
Pershing Square International, Ltd.	January 27, 2017	Sell to Close	1,539,931	\$ 7.90	\$36.64	\$ 12,165,455	OTC Call Option	March 10, 2017
Pershing Square International, Ltd.	January 27, 2017	Sell to Close	1,495,141	\$ 7.90	\$36.64	\$ 11,811,614	OTC Call Option	March 17, 2017
Pershing Square International, Ltd.	January 27, 2017	Sell to Close	1,539,931	\$ 7.90	\$36.64	\$ 12,165,455	OTC Call Option	March 24, 2017
Pershing Square International, Ltd.	January 27, 2017	Sell to Close	1,539,931	\$ 7.90	\$36.64	\$ 12,165,455	OTC Call Option	March 31, 2017
Pershing Square International, Ltd.	January 27, 2017	Buy to Open	1,511,434	\$ 9.33	\$36.64	\$ 14,098,656	OTC Call Option	October 6, 2017
Pershing Square International, Ltd.	January 27, 2017	Buy to Open	1,511,434	\$ 9.33	\$36.64	\$ 14,098,656	OTC Call Option	October 13, 2017
Pershing Square International, Ltd.	January 27, 2017	Buy to Open	1,708,020	\$ 9.33	\$36.64	\$ 15,932,411	OTC Call Option	October 20, 2017
Pershing Square International, Ltd.	January 27, 2017	Buy to Open	1,511,434	\$ 9.33	\$36.64	\$ 14,098,656	OTC Call Option	October 27, 2017
Pershing Square International, Ltd.	January 27, 2017	Buy to Open	1,511,434	\$ 9.33	\$36.64	\$ 14,098,656	OTC Call Option	November 3, 2017
Pershing Square, L.P.	January 27, 2017	Buy	434,265	\$ 44.30	N/A	\$ 19,237,940	Common Stock	N/A
Pershing Square II, L.P.	January 3, 2017	Buy	11,415	\$ 44.67	N/A	\$ 509,881	Common Stock	N/A
Pershing Square II, L.P.	January 4, 2017	Buy	13,109	\$ 44.94	N/A	\$ 589,053	Common Stock	N/A
Pershing Square II, L.P.	January 5, 2017	Buy	8,783	\$ 44.95	N/A	\$ 394,785	Common Stock	N/A
Pershing Square II, L.P.	January 6, 2017	Buy	2,417	\$ 44.90	N/A	\$ 108,530	Common Stock	N/A
Pershing Square II, L.P.	January 9, 2017	Buy	7,580	\$ 44.76	N/A	\$ 339,312	Common Stock	N/A
Pershing Square II, L.P.	January 10, 2017	Buy	260	\$ 44.37	N/A	\$ 11,537	Common Stock	N/A
Pershing Square II, L.P.	January 10, 2017	Sell	43,564	\$ 44.20	N/A	\$ 1,925,487	Common Stock	N/A
Pershing Square II, L.P.	January 10, 2017	Buy to Open	590	\$ 9.03	\$38.01	\$ 532,794	Listed Call Option	January 19, 2018
Pershing Square II, L.P.	January 27, 2017	Buy	11,985	\$ 44.30	N/A	\$ 530,936	Common Stock	N/A
Pershing Square Holdings, Ltd.	December 21, 2016	Buy	883,436	\$ 44.88	N/A	\$ 39,647,724	Common Stock	N/A
Pershing Square Holdings, Ltd.	December 22, 2016	Buy	478,743	\$ 44.95	N/A	\$ 21,517,391	Common Stock	N/A
Pershing Square Holdings, Ltd.	December 23, 2016	Buy	294,274	\$ 44.91	N/A	\$ 13,215,492	Common Stock	N/A
Pershing Square Holdings, Ltd.	December 27, 2016	Buy	313,329	\$ 45.03	N/A	\$ 14,109,330	Common Stock	N/A
Pershing Square Holdings, Ltd.	December 28, 2016	Buy	852,168	\$ 44.89	N/A	\$ 38,249,902	Common Stock	N/A
Pershing Square Holdings, Ltd.	December 28, 2016	Sell	2,821,950	\$ 44.75	N/A	\$ 126,279,510	Common Stock	N/A
Pershing Square Holdings, Ltd.	December 28, 2016	Buy to Open	38,656	\$ 9.43	\$38.01	\$ 36,454,181	Listed Call Option	January 19, 2018
Pershing Square Holdings, Ltd.	January 3, 2017	Buy	853,294	\$ 44.67	N/A	\$ 38,114,595	Common Stock	N/A
Pershing Square Holdings, Ltd.	January 4, 2017	Buy	703,199	\$ 44.94	N/A	\$ 31,598,247	Common Stock	N/A
Pershing Square Holdings, Ltd.	January 5, 2017	Buy	521,662	\$ 44.95	N/A	\$ 23,448,081	Common Stock	N/A

Pershing Square Holdings, Ltd.								
Pershing Square Holdings, Ltd.	January 6, 2017	Buy	100,952	\$ 44.90	N/A	\$ 4,533,017	Common Stock	N/A
Pershing Square Holdings, Ltd.	January 9, 2017	Buy	456,071	\$ 44.76	N/A	\$ 20,415,608	Common Stock	N/A
Pershing Square Holdings, Ltd.	January 10, 2017	Buy	192,216	\$ 44.37	N/A	\$ 8,529,239	Common Stock	N/A
Pershing Square Holdings, Ltd.	January 10, 2017	Sell	2,827,394	\$ 44.20	N/A	\$124,968,090	Common Stock	N/A
Pershing Square Holdings, Ltd.	January 10, 2017	Buy to Open	38,274	\$ 9.03	\$38.01	\$ 34,562,980	Listed Call Option	January 19, 2018
Pershing Square Holdings, Ltd.	January 27, 2017	Buy	1,317,840	\$ 44.30	N/A	\$ 58,380,312	Common Stock	N/A
Pershing Square Holdings, Ltd.	January 27, 2017	Sell to Close	2,017,869	\$ 7.90	\$36.64	\$ 15,941,165	OTC Call Option	March 3, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Sell to Close	2,017,869	\$ 7.90	\$36.64	\$ 15,941,165	OTC Call Option	March 10, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Sell to Close	2,525,409	\$ 7.90	\$36.64	\$ 19,950,731	OTC Call Option	March 17, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Sell to Close	2,017,869	\$ 7.90	\$36.64	\$ 15,941,165	OTC Call Option	March 24, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Sell to Close	2,017,869	\$ 7.90	\$36.64	\$ 15,941,165	OTC Call Option	March 31, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Buy to Open	2,046,366	\$ 9.33	\$36.64	\$ 19,088,502	OTC Call Option	October 6, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Buy to Open	2,046,366	\$ 9.33	\$36.64	\$ 19,088,502	OTC Call Option	October 13, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Buy to Open	2,312,530	\$ 9.33	\$36.64	\$ 21,571,280	OTC Call Option	October 20, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Buy to Open	2,046,366	\$ 9.33	\$36.64	\$ 19,088,502	OTC Call Option	October 27, 2017
Pershing Square Holdings, Ltd.	January 27, 2017	Buy to Open	2,046,366	\$ 9.33	\$36.64	\$ 19,088,502	OTC Call Option	November 3, 2017