

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Mondelēz International, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Virginia**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**52-2284372**  
(I.R.S. Employer  
Identification No.)

**Three Parkway North**  
**Deerfield, Illinois**  
(Address of Principal Executive Offices)

**60015**  
(Zip Code)

**MONDELÉZ INTERNATIONAL, INC. AMENDED AND  
RESTATED 2005 PERFORMANCE INCENTIVE PLAN**

(Full Title of the Plan)

**Carol J. Ward, Esq.**  
**Vice President and Corporate Secretary**  
**Mondelēz International, Inc.**  
**Three Parkway North**  
**Deerfield, Illinois 60015**  
(Name and Address of Agent For Service)

**(847) 943-4000**  
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Class A Common Stock, no par value	75,691,747	\$37.28	\$2,821,788,328.16	\$363,446.34

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of shares of Class A Common Stock as may become issuable by reason of stock dividends, stock splits or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act pursuant to Rules 457(c) and 457(h), based upon the average of the high and low prices of the Class A Common Stock of Mondelēz International, Inc. as quoted on the NASDAQ Global Select Market on June 23, 2014.

## NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 75,691,747 shares of the Class A Common Stock, no par value, of Mondelēz International, Inc. (the “Company” or “Registrant”), which may be issued pursuant to awards under the Mondelēz International, Inc. Amended and Restated 2005 Performance Incentive Plan (the “Plan”). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the Registration Statements on Form S-8 filed by the Company with respect to the Plan on June 21, 2005 (Registration No. 333-125992) and March 26, 2010 (Registration No. 333-165736), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

- 4.1 Amended and Restated Articles of Incorporation of Mondelēz International, Inc., effective March 14, 2013 (incorporated by reference to Exhibit 3.1 to the Company’s Quarterly Report on Form 10-Q filed with the SEC on May 8, 2013).
- 4.2 Amended and Restated By-Laws of Mondelēz International, Inc., effective October 1, 2012 (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the SEC on October 1, 2012).
- 4.3 Mondelēz International, Inc. Amended and Restated 2005 Performance Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on May 22, 2014).
- 5.1 Opinion of Hunton & Williams LLP.
- 23.1 Consent of Hunton & Williams LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Powers of Attorney (included on the signature page of the Registration Statement).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Deerfield, State of Illinois, on this 27<sup>th</sup> day of June 2014.

MONDELEZ INTERNATIONAL, INC.

By: /s/ Carol J. Ward

Carol J. Ward

Vice President and Corporate Secretary

## POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears immediately below constitutes and appoints Irene B. Rosenfeld, David A. Brearton, Gerhard W. Pleuhs, Kim Harris Jones and Carol J. Ward, and any one or more of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Irene B. Rosenfeld</u> Irene B. Rosenfeld	Director, Chairman and Chief Executive Officer	June 27, 2014
<u>/s/ David A. Brearton</u> David A. Brearton	Executive Vice President and Chief Financial Officer	June 27, 2014

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<u>/s/ Kim Harris Jones</u> Kim Harris Jones	Senior Vice President and Corporate Controller	June 27, 2014
<u>/s/ Stephen F. Bollenbach</u> Stephen F. Bollenbach	Director	June 27, 2014
<u>/s/ Lewis W. K. Booth</u> Lewis W. K. Booth	Director	June 27, 2014
<u>/s/ Lois D. Juliber</u> Lois D. Juliber	Director	June 27, 2014
<u>/s/ Mark D. Ketchum</u> Mark D. Ketchum	Director	June 27, 2014
<u>/s/ Jorge S. Mesquita</u> Jorge S. Mesquita	Director	June 27, 2014
<u>/s/ Nelson Peltz</u> Nelson Peltz	Director	June 27, 2014
<u>/s/ Fredric G. Reynolds</u> Fredric G. Reynolds	Director	June 27, 2014
<u>/s/ Patrick T. Siewert</u> Patrick T. Siewert	Director	June 27, 2014

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<u>/s/ Ruth J. Simmons</u> Ruth J. Simmons	Director	June 27, 2014
<u>/s/ Ratan N. Tata</u> Ratan N. Tata	Director	June 27, 2014
<u>/s/ Jean-François M. L. van Boxmeer</u> Jean-François M. L. van Boxmeer	Director	June 27, 2014

## EXHIBIT INDEX

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HUNTON & WILLIAMS LLP  
 RIVERFRONT PLAZA, EAST TOWER  
 951 EAST BYRD STREET  
 RICHMOND, VIRGINIA 23219-4074

TEL 804 • 788 • 8200  
 FAX 804 • 788 • 8218

FILE NO: 59109.000001

June 27, 2014

Mondelēz International, Inc.  
 Three Parkway North  
 Deerfield, Illinois 60015

**Registration Statement on Form S-8**  
**Mondelēz International, Inc. Amended and Restated 2005 Performance Incentive Plan**

Ladies and Gentlemen:

We have acted as special Virginia counsel to Mondelēz International, Inc., a Virginia corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”), as filed by the Company with the Securities and Exchange Commission (the “Commission”) on the date hereof pursuant to the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 75,691,747 shares of the Company’s common stock (the “Shares”), without par value, issuable pursuant to the Company’s Amended and Restated 2005 Performance Incentive Plan (the “Plan”), as referenced in the Registration Statement.

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

For purposes of the opinion expressed below, we have relied upon, among other things, our examination of such documents and records of the Company and certificates of its officers and of public officials as we deemed necessary.

For purposes of the opinion expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted as certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the legal capacity of natural persons and (iv) the genuineness of signatures not witnessed by us.

We do not purport to express an opinion on any laws other than the laws of the Commonwealth of Virginia.

ATLANTA AUSTIN BANGKOK BEIJING BRUSSELS CHARLOTTE DALLAS HOUSTON LONDON LOS ANGELES  
 McLEAN MIAMI NEW YORK NORFOLK RALEIGH RICHMOND SAN FRANCISCO TOKYO WASHINGTON  
[www.hunton.com](http://www.hunton.com)

Mondelēz International, Inc.

June 27, 2014

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Based upon the foregoing and the further qualifications stated below, we are of the opinion that:

1. The Company is a corporation validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Plan and any award agreement entered into under the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. We do not undertake to advise you of any changes in the opinions expressed herein based on matters that might arise hereafter or be brought to our attention.

Very truly yours,

/s/ Hunton & Williams LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 3, 2014 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appear in Mondelez International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois  
June 27, 2014