

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MAY PETER W</u> (Last) (First) (Middle) 280 PARK AVENUE 41ST FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2018	3. Issuer Name and Ticker or Trading Symbol <u>Mondelez International, Inc. [MDLZ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	35,963,724	I	Please see explanation below ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Equity Swap	(3)(4)	01/21/2020 ⁽³⁾⁽⁴⁾	Class A Common Stock 182,189	27.8084	I	Please see explanation below ⁽¹⁾⁽²⁾
Equity Swap	(3)(4)	01/21/2020 ⁽³⁾⁽⁴⁾	Class A Common Stock 915,985	28.0233	I	Please see explanation below ⁽¹⁾⁽²⁾
Equity Swap	(3)(4)	01/21/2020 ⁽³⁾⁽⁴⁾	Class A Common Stock 261,953	27.9611	I	Please see explanation below ⁽¹⁾⁽²⁾
Equity Swap	(3)(4)	01/21/2020 ⁽³⁾⁽⁴⁾	Class A Common Stock 5,659	27.986	I	Please see explanation below ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>MAY PETER W</u> (Last) (First) (Middle) 280 PARK AVENUE 41ST FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person* <u>TRIAN FUND MANAGEMENT, L.P.</u> (Last) (First) (Middle) 280 PARK AVENUE, 41ST FLOOR 41ST FLOOR (Street) NEW YORK NY 10017		
---	--	--

(City) (State) (Zip)

Explanation of Responses:

1. Trian Fund Management, Inc. ("Trian Management") serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund II, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Partners Strategic Investment, Fund-D, L.P., Trian Partners Strategic Investment Fund N, L.P., Trian Partners Fund (Sub)-G, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund-G III, L.P., Trian Partners SPV (SUB) VII, L.P., and Trian SPV (Sub) VII-L, L.P. ("SPV VII-L" and collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of Mondelez International, Inc. ("Mondelez International") held by them.
2. (FN1, contd.) Mr. May is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities. Accordingly, Mr. May and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. May is a director of Mondelez International.
3. SPV VII-L has entered into an equity swap agreement with a counterparty (the "Swaps"). Under the terms of these Swaps, on the settlement date applicable to the expiration or earlier termination of such Swap (the "Settlement Date") SPV VII-L will be obligated to pay to the counterparty any negative price performance (capital depreciation) of the reference shares as of the Settlement Date and the counterparty will be obligated to pay to SPV VII-L any positive price performance (capital appreciation) of the reference shares as of the Settlement Date.
4. (FN3, contd.) In addition, on the Settlement Date, SPV VII-L is obligated to pay to the counterparty a financing fee through such date at the rates set forth in the applicable contracts. On the Settlement Date, the counterparty is obligated to pay to SPV VII-L any dividends that have accrued with respect to the notional number of shares subject to settlement as of such date. All balances will be cash settled upon such Settlement Date. At no time during the term of the Swaps (including upon exercise or expiration) does SPV VII-L have any voting or dispositive power over the reference shares. The original expiration date of January 19, 2018 was extended to January 21, 2020.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney - Peter W. May Exhibit 24.2 - Power of Attorney - Trian Fund Management, L.P.

[Stacey L. Sayetta, Attorney-in-Fact for Peter W. May](#) [03/05/2018](#)

[Stacey L. Sayetta, Attorney-in-Fact for Peter W. May, member of the general partner of Trian Fund Management, L.P.](#) [03/05/2018](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 24.1 POWER OF ATTORNEY

Know all by these presents, that Peter W. May ("Principal") hereby constitutes and appoints each of Brian L. Schorr, Stuart I. Rosen, Stacey L. Sayetta and Daniel R. Marx, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) complete and execute for and on behalf of the undersigned, in the undersigned's capacity as (i) a director, and/or (ii) a 10% shareholder of Mondelez International, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and Form 144 in accordance with the Securities Act of 1933 and the rules thereunder; and

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 ("Section 16"). The undersigned hereby agrees on behalf of the undersigned and the undersigned's heirs, executors, legal representatives and assigns to indemnify, defend and hold each of the foregoing attorneys-in-fact harmless from and against any and all claims that may arise against such attorney-in-fact by reason of any violation by the undersigned of the undersigned's responsibilities under Section 16 or any other claim relating to any action taken by such attorney-in-fact pursuant to this Power of Attorney.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

This Power of Attorney shall remain in full force and effect until Principal is no longer required to file any of Form 3, 4 or 5 or Form 144 with respect to Principal's holdings of and transactions in securities issued by the Company, unless earlier revoked by Principal in a signed writing delivered to any of the foregoing attorneys-in-fact. This Power of Attorney does not revoke or replace any other power of attorney that Principal has previously granted.

IMPORTANT INFORMATION FOR THE AGENT: When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

(1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;

- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

Liability of agent: The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

You may not use the principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent: The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of the dated specified below.

By: /s/Peter W. May

Peter W. May
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Peter W. May, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Brian L. Schorr

Brian L. Schorr
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Brian L. Schorr, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Stuart I. Rosen

Stuart I. Rosen
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Stuart I. Rosen, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Stacey L. Sayetta

Stacey L. Sayetta
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Stacey L. Sayetta, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Daniel R. Marx

Daniel R. Marx
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Daniel R. Marx, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

Exhibit 24.2 - POWER OF ATTORNEY

Know all by these presents, that Peter W. May ("Principal") hereby constitutes and appoints each of Brian L. Schorr, Stuart I. Rosen, Stacey L. Sayetta and Daniel R. Marx, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) complete and execute for and on behalf of the undersigned, in the undersigned's capacity as (i) a member of Trian Fund Management GP, LLC, the general partner of the undersigned, and/or (ii) a 10% shareholder of Mondelez International, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and Form 144 in accordance with the Securities Act of 1933 and the rules thereunder; and

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 ("Section 16"). The undersigned hereby agrees on behalf of the undersigned and the undersigned's heirs, executors, legal representatives and assigns to indemnify, defend and hold each of the foregoing attorneys-in-fact harmless from and against any and all claims that may arise against such attorney-in-fact by reason of any violation by the undersigned of the undersigned's responsibilities under Section 16 or any other claim relating to any action taken by such attorney-in-fact pursuant to this Power of Attorney.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

This Power of Attorney shall remain in full force and effect until Principal is no longer required to file any of Form 3, 4 or 5 or Form 144 with respect to Principal's holdings of and transactions in securities issued by the Company, unless earlier revoked by Principal in a signed writing delivered to any of the foregoing attorneys-in-fact. This Power of Attorney does not revoke or replace any other power of attorney that Principal has previously granted.

IMPORTANT INFORMATION FOR THE AGENT: When you accept the authority granted under this Power of Attorney, a special legal relationship is created between

you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent: The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of the dated specified below.

TRIAN FUND MANAGEMENT, L.P.

By: Trian Fund Management GP, LLC, General Partner

By: /s/Peter W. May

Name: Peter W. May
Title: Member
Date: February 15, 2018

State of New York)
)ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Peter W. May, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Brian L. Schorr

 Brian L. Schorr
 Date: February 15, 2018

State of New York)

) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Brian L. Schorr, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Stuart I. Rosen

Stuart I. Rosen
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Stuart I. Rosen, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Stacey L. Sayetta

Stacey L. Sayetta
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Stacey L. Sayetta, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018

By: /s/Daniel R. Marx

Daniel R. Marx
Date: February 15, 2018

State of New York)
) ss.:
County of New York)

On the 15th day of February in the year 2018 before me, the undersigned, personally appeared Daniel R. Marx, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/Jane A. Singletary

JANE A. SINGLETARY
NOTARY PUBLIC - State of New York
No. 01SI5063837
Qualified in New York County
Commission Expires 7/29/2018