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): May 6, 2014

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

Virginia	1-16483	52-2284372
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Item 1.01. Entry into a Material Definitive Agreement.

On May 7, 2014, Mondelēz International Holdings LLC ("MIH"), a subsidiary of Mondelēz International, Inc. ("Mondelēz International," the "Company," "we," "our" or "us"), entered into a Global Contribution Agreement (excluding France) (the "GCA") with Acorn Holdings B.V. ("Acorn") and Charger Top HoldCo B.V. ("JDE"), under which MIH and Acorn agreed to combine the Company's wholly owned coffee portfolio (outside of France) and the Acorn Group's entire coffee business into a new venture, Jacobs Douwe Egberts. In conjunction with this transaction, Acorn has made a binding offer to receive our coffee business in France. The transactions remain subject to regulatory approvals and the completion of employee information and consultation requirements.

Pursuant to the GCA, we are obligated to transfer to JDE all assets exclusively used in our wholly owned coffee business outside France, including but not limited to fixed assets, machinery, equipment, contractual rights and intellectual property rights. Where an asset is shared between the coffee business and other Mondelēz International businesses, those more clearly connected with the coffee business will be transferred to JDE, but we will retain rights to use them (subject in some cases to time limits). Shared assets that we retain will be made available to JDE (subject in some cases to time limits). JDE will assume all past, present and future liabilities relating to our coffee business (other than certain taxes) and will indemnify us for these liabilities.

The Company and Acorn have invited the Company's two Asian joint venture partners, Ajinomoto Co., Inc and Dong Suh Companies Inc., to join the new company and, if they accept, our holdings in those joint ventures (the "Asian JVs") will be contributed to JDE.

Acorn will transfer to JDE all of its subsidiaries that own and operate its coffee business, other than Tea Forte Inc. Acorn will transfer all of the assets and liabilities of Tea Forte to JDE via an asset sale. JDE will assume Acorn's liabilities (other than certain taxes), other than certain existing claims, for which Acorn will indemnify JDE. The Acorn Group's investments in Peet's Coffee and Tea Inc. and its subsidiaries, including Caribou Coffee Company, Inc., will not be transferred to JDE.

Upon completion of all proposed transactions, the Company and Acorn will receive approximately 49% and 51%, respectively, of the JDE shares. In addition, at closing, the Company will receive cash of approximately €4 billion, and Acorn will receive cash of approximately €2.5 billion. The GCA entitles Acorn to assign its existing debt to JDE under specified conditions and, if Acorn exercises this right, it will not receive any cash payment at closing. The proportion of shares and the cash payments that the Company and Acorn will receive at closing is subject to adjustment based on a number of factors, including, but not limited to, if our holdings in the Asian JVs are not ultimately contributed to JDE.

The parties have agreed to customary pre-closing covenants including to manage their respective businesses in the ordinary course.

The GCA is subject to limited closing conditions including, but not limited to, regulatory approvals. Prior to closing, the Company and Acorn will undertake consultations with all Works Councils and employee representatives as required in connection with the transactions.

The Company, Acorn and JDE also entered into a Shareholders' Agreement for the purposes of regulating the management of JDE and of regulating the Company and Acorn's relationship with each other as shareholders in JDE. The Shareholders' Agreement takes effect upon closing of the GCA.

We will have 3 (out of 11) seats on the JDE board and, because one such director will have 2 votes, 4 votes (out of 12) at any meeting of the board. Acorn will have 6 seats and 6 votes while JDE's CEO and CFO will both be directors and have 1 vote each. We have certain minority protection rights, including veto rights over certain key decisions relating to the combined business. The Company and Acorn have agreed not to transfer their shares in JDE for a period of 3 years following closing. Thereafter, either party may initiate a public offering process for their shares subject, in the case of a proposed transfer by us, to a right of first offer in favor of Acorn. Subject to certain exceptions (including, with respect to Acorn, Peet's and Caribou in the U.S., Canada and Mexico), each of the parties has agreed not to compete with the business of JDE for the duration of the Shareholders' Agreement and for 2 years after it ceases to be a party to it.

The Shareholders' Agreement further provides that JDE will distribute dividends to us and Acorn as follows: at least €175 million for first year (pro-rated for the portion of the year between closing and December 31); at least €200 million for the second year; at least €225 million for the third year; and at least 40% of net operating profit for each subsequent year.

In connection with the transactions, the parties also agreed on how to deal with certain tax liabilities.

The foregoing description of the GCA and the Shareholders' Agreement is qualified in its entirety by reference to the complete terms and conditions of the agreements, which we intend to file with our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 or in an amendment to this Current Report on Form 8-K.

Item 2.05. Costs Associated with Exit or Disposal Activities.

On May 7, 2014, we announced that our Board of Directors approved (1) a $3.5 billion restructuring program, comprised of approximately $2.5 billion in cash costs and $1.0 billion in non-cash costs and (2) up to $2.2 billion of capital expenditures. The $2.2 billion of capital expenditures to support the restructuring program are already included within our previous guidance of approximately 5 percent of net revenues for the next few years.

The restructuring program, which was approved on May 6, 2014, is intended to help us reduce operating costs to best-in-class levels. The restructuring program is intended primarily to cover severance as well as asset disposals and other manufacturing-related one-time costs. We expect the restructuring program to generate annualized savings of at least $1.5 billion by 2018. We expect to complete the program by year-end 2018.

Item 7.01. Regulation FD Disclosure.

On May 7, 2014, the Company and Acorn issued a joint press release announcing the coffee business transactions. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

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

Exhibit Number	Description
99.1	Press Release, dated May 7, 2014.

Forward-Looking Statements

This report contains a number of forward-looking statements. Words, and variations of words, such as "will," "expect," "intend," "guidance" and similar expressions are intended to identify our forward-looking statements, including, but not limited to, statements about: our entry into the transactions; both parties' performance under the agreements and other actions described in this report; the cash proceeds and ownership interests to be received in the transactions; the dividends to be received from JDE; the effect of the transactions and the restructuring program on our business and future financial performance; the costs of, cost savings generated by and completion of the restructuring program; and the amount of our future capital expenditures. 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. Such factors include, but are not limited to, risks that we will fail to successfully complete the transactions on the anticipated timeframe, risks that the transactions and the restructuring program will not yield the anticipated benefits, changes in the assumptions upon which the restructuring program is based, as well as risks from operating globally and in emerging markets, continued volatility of commodity and other input costs, pricing actions, weakness in economic conditions, continued consumer weakness, unanticipated disruptions to our business, increased competition and tax law changes. 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 report, except as required by applicable law or regulation.

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.

MONDELĒZ INTERNATIONAL, INC.

By:	/s/ Carol J. Ward
Name:	Carol J. Ward
Title:	Vice President and Corporate Secretary

Date: May 7, 2014

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated May 7, 2014.

Exhibit 99.1

Contacts:

For Mondelēz International

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Mondelēz International & D.E Master Blenders 1753 to Form World's Leading Pure-Play Coffee Company

- **Partnership Will Combine *Jacobs* and *Tassimo* with *Douwe Egberts* and *Senseo* in Portfolio of Iconic Coffee Brands**
- **Compelling Strategic Fit Due to Highly Complementary Brands, Geographic Profile and Technology Platforms**
- **Combined Company to Capitalize on Significant Global Growth Opportunities through Increased Scale, Greater Focus and Targeted Investment**

DEERFIELD, Ill. & AMSTERDAM – May 7, 2014 – Mondelēz International, Inc. (NASDAQ: MDLZ) and D.E Master Blenders 1753 B.V. today announced their intention to combine their respective coffee businesses to create the world's leading pure-play coffee company, with annual revenues of more than $7 billion (€5 billion) and an EBITDA[1] margin in the high teens.

The new company, to be called Jacobs Douwe Egberts (JDE), will be based in the Netherlands. It will hold leading market positions in more than two dozen countries and have a strong emerging market presence, giving it significant revenue synergy opportunities in the $81 billion global coffee category[2]. The two companies own some of the world's leading coffee brands, such as *Jacobs, Carte Noire, Gevalia, Kenco, Tassimo* and *Millicano* from Mondelēz International and *Douwe Egberts, L'OR, Pilão* and *Senseo* from D.E Master Blenders 1753.

"Jacobs Douwe Egberts will leverage the rich histories of both companies, combining our complementary geographic footprints, portfolios of iconic brands and innovative technologies to offer more people around the world more access to high-quality coffee and allowing the company to capitalize on the significant growth opportunities in a highly attractive market," said Pierre Laubies, CEO of D.E Master Blenders 1753 and prospective CEO of the combined company.

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1 Earnings Before Interest, Taxes, Depreciation and Amortization
2 Euromonitor, 2013

“We’re delighted with this transaction and the substantial value we expect to create for our shareholders,” said Irene Rosenfeld, Chairman and CEO of Mondelēz International, whose coffee portfolio has outpaced market growth since 2010, thanks to innovations such as the *Tassimo* multibeverage on-demand brewing system and *Millicano* wholebean instant coffee. “By retaining a significant stake in the combined company, we’ll continue to benefit from the future growth of the coffee category and share in the synergies and tremendous upside of this leading, one-of-a-kind coffee company.”

Transaction Summary

The parties have entered into an agreement to combine Mondelēz International’s wholly owned coffee portfolio (outside of France) with D.E Master Blenders 1753. In conjunction with this transaction, Acorn Holdings B.V. (“AHBV”), owner of D.E Master Blenders 1753, has made a binding offer to receive Mondelēz International’s coffee business in France. The parties have also invited Mondelēz International’s partners in certain joint ventures to join the new company. The transactions remain subject to regulatory approvals and the completion of employee information and consultation requirements.

In 2013, Mondelēz International’s wholly owned coffee business generated approximately $3.9 billion (€2.9 billion) in revenue, and D.E Master Blenders 1753 generated approximately $3.4 billion (€2.5 billion) in revenue.

Upon completion of all proposed transactions, Mondelēz International will receive cash of approximately $5 billion and a 49 percent equity interest in Jacobs Douwe Egberts. AHBV will hold a majority share in the proposed combined company and will have a majority of the seats on the Board, which will be chaired by current D.E Master Blenders 1753 Chairman Bart Becht. AHBV is owned by an investor group led by JAB Holding Company s.à r.l. Mondelēz International will have certain minority rights.

The transactions are expected to be completed in the course of 2015, subject to limited closing conditions, including regulatory approvals. During this time, Mondelēz International and D.E Master Blenders 1753 will undertake consultations with all Works Councils and employee representatives as required in connection with the transactions.

The new company’s executive leadership team will be named at a later date and will consist of executives from both D.E Master Blenders 1753 and Mondelēz International. Fact sheets with key data about the coffee businesses of both companies are available for download at http://bit.ly/1iiBeFe.

About D.E Master Blenders 1753

D.E Master Blenders 1753 is a leading pure-play coffee and tea company that offers an extensive range of high-quality, innovative products through well-known brands such as *Douwe Egberts*, *Senseo*, *L'OR*, *Pilão*, *Merrild*, *Moccona*, *Pickwick* and *Tea Forte* in both retail and out of home markets. The company holds a number of leading market positions across Europe, Brazil, Australia and Thailand and its products are sold in more than 45 countries. D.E Master Blenders 1753 generated sales of more than €2.5 billion in 2013 and employs around 7,500 people worldwide. For more information, please visit www.demasterblenders1753.com.

About Mondelēz International

Mondelēz International, Inc. (NASDAQ: MDLZ) is a global snacking powerhouse, with 2013 revenue of $35 billion. Creating delicious moments of joy in 165 countries, Mondelēz International is a world leader in chocolate, biscuits, gum, candy, coffee and powdered beverages, with billion-dollar brands such as *Cadbury*, *Cadbury Dairy Milk* and *Milka* chocolate, *Jacobs* coffee, *Oreo*, *LU* and *Nabisco* biscuits, *Tang* powdered beverages and *Trident* gum. Mondelēz International is a proud member of the Standard and Poor's 500, NASDAQ 100 and Dow Jones Sustainability Index. Visit www.mondelezinternational.com and www.facebook.com/mondelezinternational.

Forward-Looking Statements

This press release contains a number of forward-looking statements. Words, and variations of words, such as "will," "expect," "intend" and similar expressions are intended to identify these forward-looking statements, including, but not limited to, statements about: the parties' entry into the transactions, the timeframe for completing the transactions and the financial and growth prospects for the new company; the cash proceeds and ownership interests to be received in the transactions; creation of value for shareholders; coffee category growth; and the benefits of the transactions to Mondelēz International. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Mondelēz International's control, which could cause Mondelēz International's actual results to differ materially from those indicated in these forward-looking statements. Such factors include, but are not limited to, risks that the parties will fail to successfully complete the transactions on the anticipated timeframe and that the transactions will not yield the anticipated benefits. Please also see Mondelēz International's risk factors, as they may be amended from time to time, set forth in Mondelēz International's filings with the SEC, including its most recently filed Annual Report on Form 10-K. Mondelēz 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.

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