FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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|-------------|------|-------|

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

| mstruc  | ction 1(b).   |  | Filet   |   |                                   | on 30(h) d       |   |                |  |                           |                                    |            | 1 1934  |  |   |  |   |                       |   |
|---|---|--|---|---|-----------------------------------|------------------|---|----------------|--|---------------------------|------------------------------------|------------|---|--|---|--|---|-----------------------|---|
| 1. Name and Address of Reporting Person*  MAY PETER W |   |  |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Mondelez International, Inc. [ MDLZ ]  |                                   |                  |   |                |  |                           |                                    |            | Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner |  |   |  |   |                       |   |
| (Last) (First) (Middle) 223 SUNSET AVENUE SUITE 223   |   |  |   | 3. Date of Earliest Transaction (Month/Day/Year)  02/09/2021  Officer (give title below)  Other (specify below)   |                                   |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |
| (Street) PALM BEACH FL 33480                          |   |  |   | If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Applicable Line)       Form filed by One Reporting Person       X   Form filed by More than One Reporting Person |                                   |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |
| (City)  | (S  | tate) (                                    | Zip)  |   |                                   |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |
|   |   | Table                                      | l - Non-Deriva  | ative S   | Sec                               | curities         | Acq   | uired          | l, Dis   | posed                     | l of, d                            | or B       | enefici   | ally Ow  | ned   |  |   |                       |   |
| Date  |   | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |   | 3.<br>Transaction<br>Code (Instr. |                  | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5 |                |  |                           | Beneficially<br>Owned<br>Following |            | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)                          |  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |   |                       |   |
|   |   |  |   |   |                                   |                  | Code V  |                | Amount (A) (D)                                 |                           | (A) or<br>(D)                      | Price      |   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)       |   |  |   |                       |   |
| Class A   | Common S  | tock                                       | 02/09/2021  |   | s <sup>(1)</sup> 1,009,875        |                  | D   | \$5            | 55.6491 <sup>(2</sup>                          | )1 <sup>(2)</sup> 11,218, |                                    | 8,957 I    |   | Please see<br>explanation<br>below <sup>(3)(4)</sup> |   |  |   |                       |   |
| Class A Common Stock                                  |   | 02/10/2021                                 |   |   | S <sup>(1)</sup>                  |                  | 180   | ),998          | D  | \$55.6785 <sup>(5)</sup>  |                                    | 11,037,959 |   | I  |   | Please see<br>explanation<br>below <sup>(3)(4)</sup> |   |                       |   |
| Class A Common Stock                                  |   | 02/11/2021                                 |   |   |                                   | S <sup>(1)</sup> |   | 184            | 1,127  | D                         | \$55.5054 <sup>(6)</sup>           |            | 10,853,832  |  | I   |  | Please see<br>explanation<br>below <sup>(3)(4)</sup>        |                       |   |
| Class A Common Stock                                  |   |  |   |   |                                   |                  |   |                |  |                           |                                    |            | 12,866 <sup>(7)</sup>   |  | D   |  |   |                       |   |
|   |   | Та   | ble II - Derivat<br>(e.g., pu                               |   |                                   |                  |   |                |  |                           |                                    |            |   |  | ed  |  |   |                       |   |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security |  | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8)   |                                   |                  |   | 6. Date        | e Exercisable and<br>ation Date<br>h/Day/Year) |                           |                                    |            | e and<br>nt of<br>ities<br>lying<br>ative<br>ity (Instr.                                      | 8. Price of Derivative Security (Instr. 5)           | e derivat<br>Securit<br>Benefic<br>Owned<br>Follow<br>Report      | ive Ow For Direction (I) (I) (ed ction(s)            | 10.<br>Owners<br>Form:<br>Direct (<br>or Indir<br>(I) (Inst | ship (<br>D)<br>ect ( | 11. Nature<br>of Indirect<br>Beneficial<br>Ownershi<br>(Instr. 4) |
|   |   |  |   | Code  | v                                 | (A)              | (D)   | Date<br>Exerci | isable   | Expirat<br>Date           |                                    |            | Amount<br>or<br>Number<br>of<br>Shares  |  |   |  |   |                       |   |
|   | nd Address o  | f Reporting Person <sup>°</sup>            | *   |   |                                   |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |
| (Last) 223 SUITE 2                                    | NSET AVE  | (First)<br>NUE                             | (Middle)  |   |                                   |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |
| (Street)  | ВЕАСН   | FL   | 33480   |   | _                                 |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |
| (City)  |   | (State)                                    | (Zip)   |   |                                   |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |
| 1. Name a   | nd Address o  | f Reporting Person                         | •   |   |                                   |                  |   |                |  |                           |                                    |            |   |  |   |  |   |                       |   |

(Street)

41ST FLOOR

TRIAN FUND MANAGEMENT, L.P.

(First)

280 PARK AVENUE, 41ST FLOOR

(Middle)

| NEW YORK | NY      | 10017 |
|----------|---------|-------|
| (City)   | (State) | (Zip) |

## **Explanation of Responses:**

- 1. The sale reported in this Form 4 was done primarily for portfolio management purposes.
- 2. The price shown in Column 4 is a weighted average sale price. The price range for the sale is \$55.50 \$55.92. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 3. Trian Fund Management, L.P. ("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-A, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund-G III, L.P. and Trian Partners Strategic Fund-C, Ltd. (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. held by them. 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 its own behalf and on behalf of the Trian Entities.
- 4. (FN3, contd.) Accordingly, Mr. May 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 Trian Management and the Trian Entities and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities 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 the Issuer.
- 5. The price shown in Column 4 is a weighted average sale price. The price range for the sale is \$55.50 \$55.93. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 6. The price shown in Column 4 is a weighted average sale price. The price range for the sale is \$55.50 \$55.61. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 7. Total number of shares includes an additional 139 shares acquired through a dividend reinvestment program.

## Remarks:

Stacey L. Sayetta, Attorneyin-Fact for Peter W. May

Stacey L. Sayetta, Attorneyin-Fact for Peter W. May,
member of the general partner
of Trian Fund Management,
L.P.

02/11/2021

\*\* 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 4 (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.