
**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): March 17, 2022

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

Virginia
(State or other jurisdiction
of incorporation)

1-16483
(Commission
File Number)

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

905 West Fulton Market, Suite 200, Chicago, Illinois 60607
(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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, no par value	MDLZ	The Nasdaq Global Select Market
1.625% Notes due 2027	MDLZ27	The Nasdaq Stock Market LLC
0.250% Notes due 2028	MDLZ28	The Nasdaq Stock Market LLC
0.750% Notes due 2033	MDLZ33	The Nasdaq Stock Market LLC
2.375% Notes due 2035	MDLZ35	The Nasdaq Stock Market LLC
4.500% Notes due 2035	MDLZ35A	The Nasdaq Stock Market LLC
1.375% Notes due 2041	MDLZ41	The Nasdaq Stock Market LLC
3.875% Notes due 2045	MDLZ45	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.**Notes Offering**

On March 3, 2022, we announced and priced an offering (the “Notes Offering”) of senior notes due 2024 (the “2024 Notes”), senior notes due 2027 (the “2027 Notes”) and senior notes due 2032 (the “2032 Notes” and, together with the 2024 Notes and the 2027 Notes, the “Notes”).

In connection with the Notes Offering, on March 3, 2022, we entered into a Terms Agreement in respect of the Notes (the “Terms Agreement”) with BofA Securities Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (the “Underwriters”), pursuant to which we agreed to issue and sell the Notes to the Underwriters. The provisions of an Amended and Restated Underwriting Agreement dated as of February 28, 2011 (the “Underwriting Agreement”) are incorporated by reference into the Terms Agreement. A copy of the Underwriting Agreement is filed as Exhibit 1.1 and a copy of the Terms Agreement is filed as Exhibit 1.2 to this Current Report.

On March 17, 2022, we issued an aggregate principal amount of \$2.0 billion of the Notes. The Notes were issued pursuant to an Indenture, dated as of March 6, 2015 (the “Indenture”), by and between us and Deutsche Bank Trust Company Americas, as trustee (the “Trustee”), as supplemented and modified by the Supplemental Indenture No. 1, dated as of February 13, 2019, by and between us and the Trustee (to change the notice period for redemptions of the Notes and future note offerings), and the Supplemental Indenture No. 2, dated as of April 13, 2020, by and between us and the Trustee (to allow for electronic execution, authentication, delivery and dating of documents under the Indenture), and as further supplemented and modified in respect of the Notes by an officers’ certificate under Section 301 of the Indenture, dated as of March 17, 2022 (the “301 Certificate”). We filed with the Securities and Exchange Commission (the “SEC”) the Indenture together with our Registration Statement (as defined below) on February 28, 2020.

We have filed with the SEC a Prospectus, dated as of February 28, 2020, and a Prospectus Supplement for the Notes, dated as of March 3, 2022, each of which forms a part of our Registration Statement on Form S-3 (Registration No. 333-236787) (the “Registration Statement”) in connection with the offering of the Notes. We are filing the items listed below as exhibits to this Current Report for the purpose of incorporating them as exhibits to the Registration Statement.

Tender Offer

On March 17, 2022, we issued press releases announcing the early tender results and pricing of our previously announced offer to purchase. We also announced that we are increasing the Maximum Tender Amount (as defined in the Offer to Purchase, dated March 3, 2022 (the “Offer to Purchase”)) in order to accept for purchase all aggregate principal amount of our 7.000% Notes due 2037, 6.500% Notes due 2031, 6.875% Notes due 2038, 6.875% Notes due 2039, 6.500% Notes due 2040, 4.625% Notes due 2048, 2.750% Notes due 2030, 4.125% Notes due 2028 and 3.625% Notes due 2026 validly tendered and not validly withdrawn at or prior to the Early Tender Date (as defined in the Offer to Purchase). Copies of the press releases are filed as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are being filed with this Current Report on Form 8-K.

Exhibit Number	Description
1.1	<u>Amended and Restated Underwriting Agreement, dated February 28, 2011 (incorporated by reference to Exhibit 1.1 to Kraft Foods Inc.'s Registration Statement on Form S-3 filed with the SEC on February 28, 2011).</u>
1.2	<u>Terms Agreement for Notes among Mondelez International, Inc. and BofA Securities Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein, dated March 3, 2022.</u>
4.1	<u>Indenture (incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 24, 2017).</u>
4.2	<u>Supplemental Indenture No. 1, dated February 13, 2019, between Mondelez International, Inc. and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated February 13, 2019, filed with the SEC on February 13, 2019).</u>
4.3	<u>Supplemental Indenture No. 2, dated April 13, 2020, between Mondelez International, Inc. and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K dated April 13, 2020, filed with the SEC on April 13, 2020).</u>
4.4	<u>301 Certificate</u>
4.5	<u>Specimen of 2024 Notes (included in the 301 Certificate filed as Exhibit 4.4 hereto)</u>
4.6	<u>Specimen of 2027 Notes (included in the 301 Certificate filed as Exhibit 4.4 hereto)</u>
4.7	<u>Specimen of 2032 Notes (included in the 301 Certificate filed as Exhibit 4.4 hereto)</u>
5.1	<u>Opinion of Gibson, Dunn & Crutcher LLP, dated March 17, 2022</u>
5.2	<u>Opinion of Hunton Andrews Kurth LLP, dated March 17, 2022</u>
23.1	<u>Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1 hereto)</u>
23.2	<u>Consent of Hunton Andrews Kurth LLP (included in Exhibit 5.2 hereto)</u>
99.1	<u>Mondelez International, Inc. Press Release, dated March 17, 2022.</u>
99.2	<u>Mondelez International, Inc. Press Release, dated March 17, 2022.</u>
104	The cover page from Mondelez International, Inc.'s Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONDELÉZ INTERNATIONAL, INC.

By: /s/ Ellen M. Smith

Name: Ellen M. Smith

Title: Senior Vice President and Chief Counsel,
Corporate Secretary

Date: March 17, 2022