

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): February 27, 2024

The Kraft Heinz Company
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37482
(Commission
File Number)

46-2078182
(IRS Employer
Identification No.)

One PPG Place, Pittsburgh, Pennsylvania 15222
(Address of principal executive offices, including zip code)

(412) 456-5700
(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
Common stock, \$0.01 par value	KHC	The Nasdaq Stock Market LLC
Floating Rate Senior Notes due 2025	KHC25	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 1.01. Entry into a Material Definitive Agreement.

On February 27, 2024, Kraft Heinz Foods Company (the “Issuer”), a 100% owned operating subsidiary of The Kraft Heinz Company (the “Guarantor”) issued €550,000,000 3.500% Senior Notes due 2029 (the “Notes”) pursuant to an effective shelf registration statement on Form S-3 (Registration No. 333-275255), as filed by the Issuer and the Guarantor with the Securities and Exchange Commission (the “SEC”) on November 1, 2023 and declared effective by the SEC on November 15, 2023. The Notes are guaranteed on a senior basis by the Guarantor. On February 29, 2024, the Issuer and the Guarantor filed with the SEC a prospectus supplement dated February 27, 2024 in connection with the public offering of the Notes.

The Notes were issued pursuant to an Indenture, dated as of July 1, 2015, among the Issuer, the Guarantor, and Deutsche Bank Trust Company Americas (as successor to Wells Fargo Bank, National Association), as trustee (the “Trustee”), as supplemented by the Eleventh Supplemental Indenture, dated as of March 1, 2024, by and among the Issuer, the Guarantor and the Trustee (the “Eleventh Supplemental Indenture”).

The Issuer intends to use the proceeds from the Notes for general corporate purposes, which may include repayment of outstanding indebtedness. The Notes will mature on March 15, 2029. Interest on the Notes will be payable annually on March 15 of each year, beginning on March 15, 2024.

For a complete description of the terms and conditions of the offering, the Notes, and the Eleventh Supplemental Indenture, please refer to copies of the Eleventh Supplemental Indenture and the Form of Note, which are filed herewith as Exhibits 4.1 and 4.2, respectively, and are incorporated by reference herein.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 of this Current Report with respect to the issuance of the Notes is incorporated by reference herein.

Item 8.01. Other Events.

In connection with the issuance and sale of the Notes, the Issuer and the Guarantor entered into an underwriting agreement (the “Underwriting Agreement”), dated February 27, 2024 with Barclays Bank PLC, Deutsche Bank AG, London Branch and J.P. Morgan Securities plc, as representatives of the several underwriters named therein (collectively, the “Underwriters”). Pursuant to the Underwriting Agreement, the Underwriters agreed to purchase the Notes.

The description of the Underwriting Agreement in this Current Report is a summary and is qualified in its entirety by reference to the Underwriting Agreement. The Underwriting Agreement is filed herewith as Exhibit 1.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated February 27, 2024, among Kraft Heinz Foods Company, The Kraft Heinz Company, Barclays Bank PLC, Deutsche Bank AG, London Branch, J.P. Morgan Securities plc and the several underwriters named therein.
4.1	Eleventh Supplemental Indenture, dated as of March 1, 2024, relating to the €550,000,000 Senior Notes due 2029, among Kraft Heinz Foods Company, as issuer, The Kraft Heinz Company, as guarantor, and Deutsche Bank Trust Company Americas, as trustee.
4.2	Form of Note (included as Exhibit A to Exhibit 4.1).
5.1	Opinion of McGuireWoods LLP.
5.2	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of McGuireWoods LLP (included in Exhibit 5.1).
23.2	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.2).
104	The cover page of The Kraft Heinz Company’s Current Report on Form 8-K dated February 27, 2024, formatted in inline XBRL.

SIGNATURE

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.

Date: March 1, 2024

The Kraft Heinz Company

By: /s/ Andre Maciel

Andre Maciel

Executive Vice President & Global Chief Financial Officer