

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 2, 2023

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**Keurig Dr Pepper Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-33829**  
(Commission File Number)

**98-0517725**  
(IRS Employer Identification No.)

**53 South Avenue, Burlington, Massachusetts 01803**  
(Address of principal executive offices, including zip code)  
**781-418-7000**  
(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-14(c) under the Exchange Act (17 CFR 240.13e-14(c))

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. ☐

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock	KDP	Nasdaq Stock Market LLC

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 2, 2023, Michael Call notified the Executive Chairman of the Board of Directors (the "Board") of Keurig Dr Pepper Inc. (the "Company") that he will resign from the Board effective immediately.

Mr. Call served on the Board as a designee of Mondelēz International, Inc. ("Mondelēz"), a stockholder of the Company, pursuant to the terms of the Investor Rights Agreement, dated as of July 9, 2018, by and among the Company, Maple Holdings B.V. and Mondelēz (the "Investor Rights Agreement"). The Investor Rights Agreement entitles Mondelēz to designate a director to the Company's Board, provided it beneficially owns at least 5% of the Company's common stock. Given that Mondelēz's ownership has fallen below 5%, Mr. Call has resigned, and Mondelēz is no longer entitled to designate any directors to the Company's Board. Mr. Call's decision to resign did not result from any disagreement with the Company or the Board. Following Mr. Call's resignation, the Board decreased the size of the Board by one to 11 directors.

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## 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.

KEURIG DR PEPPER INC.

Dated: March 6, 2023

By: /s/ Anthony Shoemaker

Name: Anthony Shoemaker

Title: Chief Legal Officer, General Counsel and Secretary