

Mondelez International, Inc.  
Form 8-K  
February 26, 2015

**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 25, 2015**

**MONDELÉZ INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**

**of incorporation)**

**1-16483**  
**(Commission File Number)**

**Three Parkway North, Deerfield, Illinois 60015**

**52-2284372**  
**(I.R.S. Employer**

**Identification No.)**

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**(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 8.01. Other Events.**

On February 25, 2015, we announced and priced an offering of euro-denominated fixed rate notes due 2022, euro-denominated fixed rate notes due 2027, euro-denominated fixed rate notes due 2035 and sterling-denominated fixed rate notes due 2045 (collectively, the Notes and the Notes Offerings ).

In connection with the Notes Offerings, on February 25, 2015, we entered into a Terms Agreement in respect of the euro-denominated Notes and a separate Terms Agreement in respect of the sterling-denominated Notes (collectively the Terms Agreements ) in each case with Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, The Royal Bank of Scotland plc and Société Générale, as representatives of the several underwriters named therein (the Underwriters ), pursuant to which we agreed to issue and sell the respective Notes to the respective 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 Agreements. A copy of the Underwriting Agreement is filed as Exhibit 1.1 and copies of the Terms Agreements are filed as Exhibits 1.2 and 1.3 to this Current Report.

We have filed with the Securities and Exchange Commission (the SEC ) a Prospectus dated March 5, 2014, a Prospectus Supplement for the euro-denominated Notes dated February 25, 2015 and a Prospectus Supplement for the sterling-denominated Notes dated February 25, 2015, each of which forms a part of our Registration Statement on Form S-3 (Registration No. 333-194330) (the Registration Statement ) in connection with the public 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.

We expect the Notes Offerings to close on March 6, 2015, subject to customary closing conditions.

**Item 9.01. Financial Statements and Exhibits.**

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

<b>Exhibit Number</b>	<b>Description</b>
1.1	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).
1.2	Terms Agreement for the euro-denominated Notes among Mondelēz International, Inc., Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, The Royal Bank of Scotland plc and Société Générale, as representatives of the several underwriters named therein, dated February 25, 2015.
1.3	Terms Agreement for the sterling-denominated Notes among Mondelēz International, Inc., Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, The Royal Bank of Scotland plc and Société Générale, as representatives of the several underwriters named therein, dated February 25, 2015.

**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/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary

Date: February 26, 2015

**EXHIBIT INDEX**

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