

Mondelez International, Inc.
Form S-8
July 31, 2015

As filed with the Securities and Exchange Commission on July 31, 2015

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Mondelez International, Inc.

(Exact Name of Registrant as Specified in its Charter)

Virginia
(State or Other Jurisdiction of
Incorporation or Organization)

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

Three Parkway North

Deerfield, Illinois
(Address of Principal Executive Offices)

60015
(Zip Code)

MONDELEZ CANADA INC. RETIREMENT PLAN

MONDELEZ CANADA INC. TRUSTEED HOURLY

RETIREMENT PLAN

(Full Titles of the Plans)

Carol J. Ward, Esq.

Vice President and Corporate Secretary

Mondelēz International, Inc.

Three Parkway North

Deerfield, Illinois 60015

(Name and Address of Agent For Service)

(847) 943-4000

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

| Title of Securities | | Proposed Maximum Offering Price | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|----------------------------|--------------------------------|--|--|---|
| to be Registered | Title of Plan | Per Share | | |
| Class A Common | Mondelez Canada Inc. | (1) | (1) | (1) |
| Stock, no par value | Retirement Plan | | | |
| Class A Common | Mondelez Canada Inc. | (1) | (1) | (1) |
| Stock, no par value | Trusted Hourly Retirement Plan | | | |

- (1) No additional securities are to be registered, and the registration fee was paid upon filing of the original Registration Statement on Form S-8 (File No. 333-184178). Therefore, no further registration fee is required.

EXPLANATORY NOTE

Mondelēz International, Inc. (the Registrant or we) is filing this Registration Statement on Form S-8 (this Registration Statement) relating to, among other things, 3,701,000 shares of our Class A Common Stock, no par value (Common Stock), registered under the Mondelez Canada Inc. Retirement Plan for Former Salaried Employees of Nabisco Ltd. (the Old Salaried Plan) and 25,000 shares of our Common Stock registered under the Mondelez Canada Inc. Trusteed Retirement Plan A (the Old Hourly Plan), in each case pursuant to our Registration Statement on Form S-8 filed on September 28, 2012 (Registration No. 333-184178) (the 2012 Registration Statement).

On February 27, 2015 and May 26, 2015, we received approvals from the Financial Services Commission of Ontario to merge the assets of certain of our pension and retirement plans for our Canadian employees. These approvals include the merger of the Old Salaried Plan into the Mondelez Canada Inc. Retirement Plan for Canadian Salaried Employees, which was renamed the Mondelez Canada Inc. Retirement Plan (the Salaried Plan), and the merger of the Old Hourly Plan into the Mondelez Canada Inc. Trusteed Retirement Plan B, which was renamed the Mondelez Canada Inc. Trusteed Hourly Retirement Plan (the Hourly Plan). These mergers have an effective date of December 31, 2013.

We are filing this Registration Statement to make clear that 3,676,657 shares of Common Stock registered under the Old Salaried Plan pursuant to the 2012 Registration Statement have been merged with and into the Salaried Plan and 24,485 shares of Common Stock registered under the Old Hourly Plan pursuant to the 2012 Registration Statement have been merged with and into the Hourly Plan.

In accordance with General Instruction E to Form S-8, we incorporate herein by reference the contents of the 2012 Registration Statement, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Amended and Restated Articles of Incorporation of Mondelēz International, Inc., effective March 14, 2013 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 8, 2013).
- 4.2 Amended and Restated By-Laws of Mondelēz International, Inc., effective October 1, 2012 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on October 1, 2012).
- 4.3 Mondelez Canada Inc. Retirement Plan.
- 4.4 Mondelez Canada Inc. Trusteed Hourly Retirement Plan.

- 4.5 Amendment No. 1 to the Mondelez Canada Inc. Trusteed Hourly Retirement Plan.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 24.1 Powers of Attorney (included on the signature page of the Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Deerfield, State of Illinois, on this 31st day of July 2015.

MONDELEZ INTERNATIONAL, INC.

By: /s/ Carol J. Ward
Carol J. Ward
Vice President and Corporate Secretary

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears immediately below constitutes and appoints Irene B. Rosenfeld, Brian T. Gladden, Gerhard W. Pleuhs, Luca Zaramella and Carol J. Ward, and any one or more of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|---------------|
| /s/ Irene B. Rosenfeld Irene B. Rosenfeld | Director, Chairman and Chief Executive Officer | July 31, 2015 |
| /s/ Brian T. Gladden Brian T. Gladden | Executive Vice President and Chief Financial Officer | July 31, 2015 |

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|--|--|---------------|
| /s/ Luca Zaramella Luca Zaramella | Senior Vice President and Corporate Controller | July 31, 2015 |
| /s/ Stephen F. Bollenbach Stephen F. Bollenbach | Director | July 31, 2015 |
| /s/ Lewis W.K. Booth Lewis W.K. Booth | Director | July 31, 2015 |
| /s/ Lois D. Juliber Lois D. Juliber | Director | July 31, 2015 |
| /s/ Mark D. Ketchum Mark D. Ketchum | Director | July 31, 2015 |
| /s/ Jorge S. Mesquita Jorge S. Mesquita | Director | July 31, 2015 |
| /s/ Joseph Neubauer Joseph Neubauer | Director | July 31, 2015 |
| /s/ Nelson Peltz Nelson Peltz | Director | July 31, 2015 |
| /s/ Fredric G. Reynolds Fredric G. Reynolds | Director | July 31, 2015 |

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| /s/ Patrick T. Siewert Patrick T. Siewert | Director | July 31, 2015 |
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| /s/ Ruth J. Simmons Ruth J. Simmons | Director | July 31, 2015 |
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| /s/ Jean-François M. L. van Boxmeer Jean-François M. L. van Boxmeer | Director | July 31, 2015 |
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EXHIBIT INDEX

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