

KRAFT FOODS INC  
Form S-8  
March 26, 2010

As filed with the Securities and Exchange Commission on March 26, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**Kraft Foods Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Virginia**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**52-2884372**  
(I.R.S. Employer  
Identification No.)

**Three Lakes Drive**  
**Northfield, Illinois**  
**(Address of Principal Executive Offices)**

**60093**  
**(Zip Code)**

**KRAFT FOODS INC. AMENDED AND RESTATED 2005**

**PERFORMANCE INCENTIVE PLAN**

**(Full Title of the Plan)**

**Carol J. Ward, Esq.**  
**Vice President and Corporate Secretary**

**Kraft Foods Inc.**  
**Three Lakes Drive**  
**Northfield, Illinois 60093**

**(Name and Address of Agent For Service)**

**(847) 646-2000**

**(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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of</b>
		<b>Maximum</b>	<b>Maximum</b>	
<b>to be Registered</b>	<b>to be Registered<sup>(1)</sup></b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Registration Fee</b>
		<b>Per Share<sup>(2)</sup></b>	<b>Offering Price<sup>(2)</sup></b>	
Class A common stock, no par value	18,000,000	\$29.67	\$534,060,000	\$38,078.48

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers such additional and indeterminate number of shares of Class A common stock as may become issuable by reason of stock dividends, stock splits or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act pursuant to Rules 457(c) and 457(h), based upon the average of the high and low prices of the Class A Common Stock of Kraft Foods Inc. as quoted on the New York Stock Exchange on March 22, 2010.

**NOTE**

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 18,000,000 shares of the Class A common stock, no par value, of Kraft Foods Inc. (the Company or Registrant ), which may be issued pursuant to awards under the Kraft Foods Inc. Amended and Restated 2005 Performance Incentive Plan (the Plan ). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the Form S-8 filed by the Company with respect to the Plan on June 21, 2005 (Registration No. 333-125992), 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 Kraft Foods Inc. Amended and Restated 2005 Performance Incentive Plan, amended as of December 31, 2009 (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 25, 2010 (File No. 001-16483)).
- 5.1 Opinion of Hunton & Williams LLP.
- 23.1 Consent of Hunton & Williams LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Power of Attorney.

**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 Northfield, State of Illinois, on this 26th day of March 2010.

KRAFT FOODS INC.

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

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Irene B. Rosenfeld*	Director, Chairman and Chief	March 26, 2010
Irene B. Rosenfeld	Executive Officer	
/s/ Timothy R. McLevish*	Executive Vice President and	March 26, 2010
Timothy R. McLevish	Chief Financial Officer	
/s/ Kim Harris Jones*	Senior Vice President and	March 26, 2010
Kim Harris Jones	Corporate Controller	
/s/ Ajaypal S. Banga*	Director	March 26, 2010
Ajaypal S. Banga		
/s/ Myra M. Hart*	Director	March 26, 2010
Myra M. Hart		

/s/ Lois D. Juliber*	Director	March 26, 2010
Lois D. Juliber		
/s/ Mark D. Ketchum*	Director	March 26, 2010
Mark D. Ketchum		
/s/ Richard A. Lerner*	Director	March 26, 2010
Richard A. Lerner, M.D.		
/s/ Mackey J. McDonald*	Director	March 26, 2010
Mackey J. McDonald		
/s/ John C. Pope*	Director	March 26, 2010
John C. Pope		
/s/ Fredric G. Reynolds*	Director	March 26, 2010
Fredric G. Reynolds		
/s/ Jean-François M. L. van Boxmeer*	Director	March 26, 2010
Jean-François M. L. van Boxmeer		
/s/ Deborah C. Wright*	Director	March 26, 2010
Deborah C. Wright		
/s/ Frank G. Zarb*	Director	March 26, 2010
Frank G. Zarb		

\*By: Carol J. Ward

As Attorney-in-Fact

**EXHIBIT INDEX**

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