

Mondelez International, Inc.
Form 8-K
December 11, 2013

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): December 11, 2013

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 December 11, 2013, we issued an aggregate principal amount of 2.4 billion in floating rate notes due 2015 (the Floating Rate Notes), fixed rate notes due 2017 (the 2017 Notes) and fixed rate notes due 2021 (together with the 2017 Notes, the Fixed Rate Notes ; the Floating Rate Notes together with the Fixed Rate Notes, the Notes ; and the offering of the Notes, the Notes Offering). The Notes were issued pursuant to an Indenture (the Indenture) dated as of October 17, 2001, by and between us and Deutsche Bank Trust Company Americas (as successor trustee to The Bank of New York and The Chase Manhattan Bank), as trustee, as supplemented by a supplemental indenture dated December 11, 2013, between us, the trustee, Deutsche Bank AG, London Branch, as paying agent (with respect to the Floating Rate Notes only), and Deutsche Bank Luxembourg S.A., as registrar and transfer agent (the Supplemental Indenture).

We have filed with the Securities and Exchange Commission (the SEC) a Prospectus dated February 28, 2011 and a Prospectus Supplement dated December 4, 2013, each of which forms a part of our Registration Statement on Form S-3 (Registration No. 333-172488) (the Registration Statement) in connection with the Notes Offering. 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.

Item 9.01. Financial Statements and Exhibits.

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

| Exhibit Number | Description |
|----------------|--|
| 4.1 | Indenture (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-3 (Reg. No. 333-86478) filed with the SEC on April 18, 2002) |
| 4.2 | Supplemental Indenture |
| 4.3 | Specimen of Floating Rate Notes (included in the Supplemental Indenture filed as Exhibit 4.2 hereto) |
| 4.4 | Specimen of Fixed Rate Notes (included in the Supplemental Indenture filed as Exhibit 4.2 hereto) |
| 5.1 | Opinion of Gibson, Dunn & Crutcher LLP, dated December 11, 2013 |
| 5.2 | Opinion of Hunton & Williams LLP, dated December 11, 2013 |
| 12.1 | Ratio of earnings to fixed charges |
| 23.1 | Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1 hereto) |
| 23.2 | Consent of Hunton & Williams LLP (included in Exhibit 5.2 hereto) |

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: December 11, 2013

EXHIBIT INDEX

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