

Mondelez International, Inc.

Form 3

January 23, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â PELTZ NELSON

(Last) (First) (Middle)

280 PARK AVENUE,Â 41ST
FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/21/2014

3. Issuer Name **and** Ticker or Trading Symbol
Mondelez International, Inc. [MDLZ]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

41,736,238

I (1) (2)Please see explanation below (1) (2)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and Expiration
Date
(Month/Day/Year)

Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable			Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	11/08/2016(3)(4)(5)	Class A Common Stock	577,998	\$ 32.6118	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	11/08/2016(3)(4)(5)	Class A Common Stock	899,000	\$ 32.4327	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	01/08/2017(3)(4)(5)	Class A Common Stock	571,552	\$ 35.4351	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	01/08/2017(3)(4)(5)	Class A Common Stock	1,026,786	\$ 34.7308	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	01/08/2017(3)(4)(5)	Class A Common Stock	936,025	\$ 35.1604	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	01/18/2016(3)(4)(5)	Class A Common Stock	66,039	\$ 27.8084	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	01/18/2016(3)(4)(5)	Class A Common Stock	382,768	\$ 28.0233	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	01/18/2016(3)(4)(5)	Class A Common Stock	94,951	\$ 27.9611	I (1) (2)	Please see explanation below (1) (2)
Put-Call Option (right and obligation to buy)	Â (3)(4)(5)	01/18/2016(3)(4)(5)	Class A Common Stock	2,052	\$ 27.986	I (1) (2)	Please see explanation below (1) (2)
Equity Swap	Â (6)(7)	02/13/2018	Class A Common Stock	1,134,000	\$ 27.6896	I (1) (2)	Please see explanation below (1) (2)
Equity Swap	Â (6)(7)	01/19/2018	Class A Common Stock	182,189	\$ 27.8084	I (1) (2)	Please see explanation below (1) (2)
Equity Swap	Â (6)(7)	01/19/2018	Class A Common Stock	1,055,985	\$ 28.0233	I (1) (2)	Please see explanation below (1) (2)
Equity Swap	Â (6)(7)	01/19/2018	Class A Common Stock	261,953	\$ 27.9611	I (1) (2)	Please see explanation below (1) (2)
Equity Swap	Â (6)(7)	01/19/2018	Class A Common	5,659	\$ 27.986	I (1) (2)	Please see explanation

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELTZ NELSON 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			

Signatures

Stuart I. Rosen, Attorney-in-Fact for Nelson Peltz

01/23/2014

 **Signature of Reporting Person

Date _____

Stuart I. Rosen, Attorney-in-Fact for Nelson Peltz, member of the general partner of Trian Fund Management, L.P.

01/23/2014

****Signature of Reporting Person**

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P. ("Triam Onshore"), Triam Partners Master Fund, L.P. ("Triam Offshore"), Triam Partners Master Fund ERISA, L.P. ("ERISA"), Triam Partners Parallel Fund I, L.P. ("Parallel") Triam Partners Strategic Investment Fund, L.P. ("TPSIF"), Triam Partners Strategic Investment Fund II, L.P. ("TPSIF II"),

- (1) Trian Partners Strategic Investment Fund-A, L.P. ("TPSIF-A"), Trian Partners Strategic Investment Fund-D, L.P. ("TPSIF-D"), Trian Partners Fund (Sub)-G, L.P. ("TPF-G"), Trian Partners SPV (SUB) VII, L.P. ("SPV VII"), Trian SPV (Sub) VII-L, L.P. ("SPV VII-L") and Trian SPV (Sub) VII-TR, L.P. ("SPV VII-TR" and collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them.

(FN 1, contd.) Mr. Peltz is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities.

- (2) the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Peltz is a director of the Issuer.

Each of Trian Onshore, Trian Offshore, TPSIF and TPSIF II (collectively, the "Trian Option Holders") have entered into a series of privately negotiated back-to-back put and call transactions (the "Options") with a counterparty through which they acquired an economic interest in the indicated shares. In these transactions, simultaneously with the purchase of each call option from a counterparty, the Trian Option Holders also sold a put option to such counterparty for the same number of shares.

- (4) (FN 3, contd.) Pursuant to the put option, if on the expiration date of the Options, the exercise price per share of the call option were greater than the closing price of the shares on the expiration date (the "Closing Price"), then the counterparty would be entitled to cause the applicable Triam Option Holders, at their election, to either (i) pay the counterparty an amount in cash equal to the product of (a) the excess of the exercise price per share pursuant to such option (the "Exercise Price") over the Closing Price and (b) the number of shares set forth above or (ii) acquire from the counterparty the number of shares set forth above at the Exercise Price.

- (5)

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(FN 4, contd.) The call options are exercisable into shares of common stock of the Issuer at any time, in whole or in part, prior to their expiration date. As part of these transactions, the Trian Option Holders pay each counterparty a financing fee based on the number of days that the Options that it holds are outstanding, which fee is calculated using a monthly rate equal to one month LIBOR plus an applicable spread.

Each of SPV VII-L and SPV VII-TR have entered into a separate equity swap agreement with a counterparty (the "Swaps"). Under the terms of these Swaps, on each settlement date applicable to the expiration or earlier termination of such Swap (the "Settlement Date")

- (6) each of SPV VII-L and SPV VII-TR will be obligated to pay to the counterparty any negative price performance (capital depreciation) of the reference shares as of such Settlement Date and the counterparty will be obligated to pay to each of SPV VII-L and SPV VII-TR any positive price performance (capital appreciation) of the reference shares as of such Settlement Date.

(FN6, contd.) In addition, on each Settlement Date, SPV VII-L and SPV VII-TR are obligated to pay to the counterparty a financing fee through such date at the rates set forth in the applicable contracts. On each Settlement Date, the counterparty is obligated to pay to SPV

- (7) VII-L and SPV VII-TR any dividends that have accrued with respect to the notional number of shares subject to settlement as of such date. All balances will be cash settled upon such Settlement Date. At no time during the term of the Swaps (including upon exercise or expiration) do SPV VII-L or SPV VII-TR have any voting or dispositive power over the reference shares.

Â

Remarks:

ExhibitÂ List:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ -Â NelsonÂ Peltz

ExhibitÂ 24.2Â -Â PowerÂ ofÂ AttorneyÂ -Â TrianÂ FundÂ Management,Â L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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