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

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**SCHEDULE 13D**  
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

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**Mondelez International, Inc.**  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

609207105  
(CUSIP Number)

Stephen Fraidin  
Steve Milankov  
Pershing Square Capital Management, L.P.  
888 Seventh Avenue, 42nd Floor  
New York, New York 10019  
212-813-3700

*With a Copy to:*

Richard M. Brand  
Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
212-504-5757

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 16, 2016  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|   |   |  |
|---|---|--|
| 1   | NAME OF REPORTING PERSON  |  |
|   | Pershing Square Capital Management, L.P.  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/> (b) <input type="checkbox"/>       |  |
| 3   | SEC USE ONLY  |  |
| 4   | SOURCE OF FUNDS<br>OO (See Item 3)  |  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><input type="checkbox"/> |  |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |  |
| Number of shares beneficially owned by each reporting person with | 7   | SOLE VOTING POWER<br>NONE              |
|   | 8   | SHARED VOTING POWER<br>88,197,225      |
|   | 9   | SOLE DISPOSITIVE POWER<br>NONE         |
|   | 10  | SHARED DISPOSITIVE POWER<br>88,197,225 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>88,197,225  |  |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/>                   |  |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>5.6% (1)  |  |
| 14  | TYPE OF REPORTING PERSON<br>IA  |  |

- (1) Calculated based on 1,568,858,264 shares of Class A common stock, no par value, of Mondelez International, Inc., outstanding as of February 12, 2016, as reported in Mondelez International, Inc.'s annual report on Form 10-K for the period ended December 31, 2015.

|   |   |  |
|---|---|--|
| 1   | NAME OF REPORTING PERSON<br>PS Management GP, LLC   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/> (b) <input type="checkbox"/>       |  |
| 3   | SEC USE ONLY  |  |
| 4   | SOURCE OF FUNDS<br>OO (See Item 3)  |  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><input type="checkbox"/> |  |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |  |
| Number of shares beneficially owned by each reporting person with | 7   | SOLE VOTING POWER<br>NONE              |
|   | 8   | SHARED VOTING POWER<br>88,197,225      |
|   | 9   | SOLE DISPOSITIVE POWER<br>NONE         |
|   | 10  | SHARED DISPOSITIVE POWER<br>88,197,225 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>88,197,225  |  |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/>                   |  |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>5.6% (2)  |  |
| 14  | TYPE OF REPORTING PERSON<br>OO  |  |

- (2) Calculated based on 1,568,858,264 shares of Class A common stock, no par value, of Mondelez International, Inc., outstanding as of February 12, 2016, as reported in Mondelez International, Inc.'s annual report on Form 10-K for the period ended December 31, 2015.

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br>William A. Ackman  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)<br>(a) <input type="checkbox"/> (b) <input type="checkbox"/> |  |
| 3   | SEC USE ONLY   |  |
| 4   | SOURCE OF FUNDS (SEE INSTRUCTIONS)<br>OO (See Item 3)  |  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><input type="checkbox"/>              |  |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States  |  |
| Number of shares beneficially owned by each reporting person with | 7  | SOLE VOTING POWER<br>NONE              |
|   | 8  | SHARED VOTING POWER<br>88,197,225      |
|   | 9  | SOLE DISPOSITIVE POWER<br>NONE         |
|   | 10   | SHARED DISPOSITIVE POWER<br>88,197,225 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>88,197,225   |  |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/>                                |  |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>5.6% (3)   |  |
| 14  | TYPE OF REPORTING PERSON<br>IN   |  |

(3) Calculated based on 1,568,858,264 shares of Class A common stock, no par value, of Mondelez International, Inc., outstanding as of February 12, 2016, as reported in Mondelez International, Inc.'s annual report on Form 10-K for the period ended December 31, 2015.

This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") amends and supplements the statement on Schedule 13D (the "Original Schedule 13D"), filed on August 6, 2015 (the Original Schedule 13D, as amended and supplemented through the date of this Amendment No. 2, the "Schedule 13D"), by Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square"); PS Management GP, LLC, a Delaware limited liability company ("PS Management"); and William A. Ackman, a citizen of the United States of America (together with Pershing Square and PS Management, the "Reporting Persons"), relating to the Class A common stock, no par value (the "Common Stock"), of Mondelez International, Inc., a Virginia corporation (the "Issuer"). Capitalized terms used but not defined in this amendment shall have the meanings set forth in the Schedule 13D.

Except as specifically amended by this Amendment No. 2, the Schedule 13D is unchanged.

#### **ITEM 1. SECURITY AND ISSUER**

Item 1 of the Schedule 13D is hereby amended and supplemented to add the following information:

As of March 16, 2016, the Reporting Persons beneficially own an aggregate of 88,197,225 shares of Common Stock (the "Subject Shares"), which number includes: (i) 22,942,225 shares of Common Stock, and (ii) 65,255,000 shares of Common Stock underlying American-style call options.

The Subject Shares represent approximately 5.6% of the issued and outstanding shares of Common Stock of the Issuer.

#### **ITEM 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented to add the following information:

The Reporting Persons reduced their stake in the Issuer because the stake had become an outsized position of their portfolio in light of its initially large size and its outperformance relative to other holdings.

The Reporting Persons are reducing the position size for portfolio management purposes only.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following information:

Exhibit 99.7, which is incorporated by reference into this Item 5(c) as if restated in full, describes all of the transactions in the Common Stock or derivatives relating to Common Stock that were effected in the past 60 days by the Reporting Persons for the benefit of the Pershing Square Funds. Except as set forth in Exhibit 99.7 attached hereto, no reportable transactions were effected by any Reporting Person within the last 60 days.

**ITEM 7. MATERIAL TO BE FILED AS AN EXHIBIT**

Item 7 of the Schedule 13D is hereby amended and supplemented by adding a reference to the following exhibit:

Exhibit 99.7 Trading data.

## SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: March 16, 2016

**PERSHING SQUARE CAPITAL MANAGEMENT, L.P.**

By: PS Management GP, LLC, its General Partner

By: /s/ William A. Ackman

\_\_\_\_\_  
William A. Ackman  
Managing Member

**PS MANAGEMENT GP, LLC**

By: /s/ William A. Ackman

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William A. Ackman  
Managing Member

/s/ William A. Ackman

\_\_\_\_\_  
William A. Ackman



## EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u>   |
|----------------|--|
| Exhibit 99.1   | Joint Filing Agreement, dated as of August 6, 2015, among Pershing Square Capital Management, L.P., PS Management GP, LLC and William A. Ackman. * |
| Exhibit 99.2   | Trading data.*   |
| Exhibit 99.3   | Form of Forward Purchase Contract.*  |
| Exhibit 99.4   | Form of Call Option Contract.*   |
| Exhibit 99.5   | Form of Amendment to Forward Purchase Contract.*   |
| Exhibit 99.6   | Trading data.*   |
| Exhibit 99.7   | Trading data.  |

\* Previously filed.

| Name                                | Trade Date       | Buy/Sell/Exercise | No. of Shares / |           | Strike Price | Trade Amount   | Security           | Expiration Date    |
|-------------------------------------|------------------|-------------------|-----------------|-----------|--------------|----------------|--------------------|--------------------|
|                                     |                  |                   | Quantity        | Unit Cost |              |                |                    |                    |
| Pershing Square International, Ltd. | February 5, 2016 | Buy               | 84,224          | \$ 38.02  | N/A          | \$ 3,202,196   | Common Stock       | N/A                |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 233,316         | \$ 39.19  | N/A          | \$ 200,522     | OTC Equity Forward | April 12, 2017     |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 531,933         | \$ 39.20  | N/A          | \$ 293,027     | OTC Equity Forward | April 17, 2017     |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 396,799         | \$ 39.19  | N/A          | \$ 319,631     | OTC Equity Forward | April 17, 2017     |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 374,531         | \$ 39.23  | N/A          | \$ (129,056)   | OTC Equity Forward | May 1, 2017        |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 5,022           | \$ 39.23  | N/A          | \$ (1,779)     | OTC Equity Forward | May 1, 2017        |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 688,689         | \$ 39.24  | N/A          | \$ (107,812)   | OTC Equity Forward | May 4, 2017        |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 631,892         | \$ 39.23  | N/A          | \$ (1,004)     | OTC Equity Forward | May 5, 2017        |
| Pershing Square International, Ltd. | February 5, 2016 | Sell              | 454,570         | \$ 39.19  | N/A          | \$ 307,474     | OTC Equity Forward | April 10, 2017     |
| Pershing Square International, Ltd. | February 8, 2016 | Buy to Open       | 15,556          | \$ 10.69  | \$ 30.00     | \$ 16,636,519  | Listed Call Option | September 6, 2017  |
| Pershing Square International, Ltd. | February 8, 2016 | Buy to Open       | 15,556          | \$ 10.69  | \$ 30.00     | \$ 16,636,519  | Listed Call Option | September 13, 2017 |
| Pershing Square International, Ltd. | February 8, 2016 | Buy to Open       | 15,556          | \$ 10.69  | \$ 30.00     | \$ 16,636,519  | Listed Call Option | September 20, 2017 |
| Pershing Square International, Ltd. | March 15, 2016   | Sell              | 125,408         | \$ 41.69  | N/A          | \$ 5,228,258   | Common Stock       | N/A                |
| Pershing Square International, Ltd. | March 16, 2016   | Sell              | 6,191,183       | \$ 40.99  | N/A          | \$ 253,771,059 | Common Stock       | N/A                |
| Pershing Square, L.P.               | February 5, 2016 | Buy               | 942,323         | \$ 38.02  | N/A          | \$ 35,827,120  | Common Stock       | N/A                |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 809,710         | \$ 39.19  | N/A          | \$ 695,900     | OTC Equity Forward | April 12, 2017     |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 488,073         | \$ 39.20  | N/A          | \$ 268,865     | OTC Equity Forward | April 17, 2017     |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 363,905         | \$ 39.19  | N/A          | \$ 293,134     | OTC Equity Forward | April 17, 2017     |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 376,102         | \$ 39.23  | N/A          | \$ (159,773)   | OTC Equity Forward | April 28, 2017     |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 397,210         | \$ 39.23  | N/A          | \$ (136,871)   | OTC Equity Forward | May 1, 2017        |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 380,575         | \$ 39.23  | N/A          | \$ (134,825)   | OTC Equity Forward | May 1, 2017        |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 629,269         | \$ 39.24  | N/A          | \$ (98,510)    | OTC Equity Forward | May 4, 2017        |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 597,182         | \$ 39.23  | N/A          | \$ (949)       | OTC Equity Forward | May 5, 2017        |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 499,037         | \$ 39.18  | N/A          | \$ 435,807     | OTC Equity Forward | April 7, 2017      |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 476,899         | \$ 39.18  | N/A          | \$ 431,126     | OTC Equity Forward | April 10, 2017     |
| Pershing Square, L.P.               | February 5, 2016 | Sell              | 352,726         | \$ 39.19  | N/A          | \$ 238,586     | OTC Equity Forward | April 10, 2017     |
| Pershing Square, L.P.               | February 8, 2016 | Buy to Open       | 14,010          | \$ 10.69  | \$ 30.00     | \$ 14,983,134  | Listed Call Option | September 6, 2017  |
| Pershing Square, L.P.               | February 8, 2016 | Buy to Open       | 14,010          | \$ 10.69  | \$ 30.00     | \$ 14,983,134  | Listed Call Option | September 13, 2017 |
| Pershing Square, L.P.               | February 8, 2016 | Buy to Open       | 14,010          | \$ 10.69  | \$ 30.00     | \$ 14,983,134  | Listed Call Option | September 20, 2017 |
| Pershing Square, L.P.               | March 15, 2016   | Sell              | 74,643          | \$ 41.69  | N/A          | \$ 3,111,866   | Common Stock       | N/A                |
| Pershing Square, L.P.               | March 16, 2016   | Sell              | 5,586,362       | \$ 40.99  | N/A          | \$ 228,979,987 | Common Stock       | N/A                |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 19,191          | \$ 39.19  | N/A          | \$ 16,494      | OTC Equity Forward | April 12, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 8,605           | \$ 39.19  | N/A          | \$ 6,794       | OTC Equity Forward | April 13, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 11,581          | \$ 39.20  | N/A          | \$ 6,380       | OTC Equity Forward | April 17, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 8,643           | \$ 39.19  | N/A          | \$ 6,962       | OTC Equity Forward | April 17, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 9,399           | \$ 39.19  | N/A          | \$ 12,391      | OTC Equity Forward | April 17, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 21,619          | \$ 39.19  | N/A          | \$ 25,313      | OTC Equity Forward | April 19, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 5,039           | \$ 39.19  | N/A          | \$ 7,067       | OTC Equity Forward | April 24, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 6,545           | \$ 39.19  | N/A          | \$ 9,098       | OTC Equity Forward | April 24, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 10,893          | \$ 39.20  | N/A          | \$ 14,477      | OTC Equity Forward | April 26, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 14,179          | \$ 39.23  | N/A          | \$ (6,023)     | OTC Equity Forward | April 28, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 28,241          | \$ 39.23  | N/A          | \$ (9,731)     | OTC Equity Forward | May 1, 2017        |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 8,584           | \$ 39.23  | N/A          | \$ (3,041)     | OTC Equity Forward | May 1, 2017        |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 14,980          | \$ 39.24  | N/A          | \$ (2,345)     | OTC Equity Forward | May 4, 2017        |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 13,946          | \$ 39.23  | N/A          | \$ (22)        | OTC Equity Forward | May 5, 2017        |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 7,452           | \$ 39.17  | N/A          | \$ 8,462       | OTC Equity Forward | April 5, 2017      |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 9,291           | \$ 39.18  | N/A          | \$ 10,680      | OTC Equity Forward | April 6, 2017      |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 11,818          | \$ 39.18  | N/A          | \$ 10,321      | OTC Equity Forward | April 7, 2017      |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 15,888          | \$ 39.18  | N/A          | \$ 14,363      | OTC Equity Forward | April 10, 2017     |
| Pershing Square II, L.P.            | February 5, 2016 | Sell              | 12,938          | \$ 39.19  | N/A          | \$ 8,751       | OTC Equity Forward | April 10, 2017     |
| Pershing Square II, L.P.            | February 8, 2016 | Buy to Open       | 930             | \$ 10.69  | \$ 30.00     | \$ 994,598     | Listed Call Option | September 6, 2017  |
| Pershing Square II, L.P.            | February 8, 2016 | Buy to Open       | 930             | \$ 10.69  | \$ 30.00     | \$ 994,598     | Listed Call Option | September 13, 2017 |
| Pershing Square II, L.P.            | February 8, 2016 | Buy to Open       | 930             | \$ 10.69  | \$ 30.00     | \$ 994,598     | Listed Call Option | September 20, 2017 |
| Pershing Square II, L.P.            | March 15, 2016   | Sell              | 13,017          | \$ 41.69  | N/A          | \$ 542,679     | Common Stock       | N/A                |
| Pershing Square II, L.P.            | March 16, 2016   | Sell              | 138,490         | \$ 40.99  | N/A          | \$ 5,676,581   | Common Stock       | N/A                |
| Pershing Square Holdings, Ltd.      | February 5, 2016 | Sell              | 1,026,547       | \$ 38.02  | N/A          | \$ 39,029,317  | Common Stock       | N/A                |
| Pershing Square Holdings, Ltd.      | February 5, 2016 | Sell              | 118,960         | \$ 39.19  | N/A          | \$ 102,239     | OTC Equity Forward | April 12, 2017     |
| Pershing Square Holdings, Ltd.      | February 5, 2016 | Sell              | 606,413         | \$ 39.20  | N/A          | \$ 334,056     | OTC Equity Forward | April 17, 2017     |
| Pershing Square Holdings, Ltd.      | February 5, 2016 | Sell              | 452,653         | \$ 39.19  | N/A          | \$ 364,623     | OTC Equity Forward | April 17, 2017     |
| Pershing Square Holdings, Ltd.      | February 5, 2016 | Sell              | 277,556         | \$ 39.23  | N/A          | \$ (95,640)    | OTC Equity Forward | May 1, 2017        |
| Pershing Square Holdings, Ltd.      | February 5, 2016 | Sell              | 779,062         | \$ 39.24  | N/A          | \$ (121,959)   | OTC Equity Forward | May 4, 2017        |
| Pershing Square Holdings, Ltd.      | February 5, 2016 | Sell              | 737,980         | \$ 39.23  | N/A          | \$ (1,173)     | OTC Equity Forward | May 5, 2017        |
| Pershing Square Holdings, Ltd.      | February 8, 2016 | Buy to Open       | 20,354          | \$ 10.69  | \$ 30.00     | \$ 21,767,788  | Listed Call Option | September 6, 2017  |
| Pershing Square Holdings, Ltd.      | February 8, 2016 | Buy to Open       | 20,354          | \$ 10.69  | \$ 30.00     | \$ 21,767,788  | Listed Call Option | September 13, 2017 |
| Pershing Square Holdings, Ltd.      | February 8, 2016 | Buy to Open       | 20,354          | \$ 10.69  | \$ 30.00     | \$ 21,767,788  | Listed Call Option | September 20, 2017 |
| Pershing Square Holdings, Ltd.      | March 15, 2016   | Sell              | 211,049         | \$ 41.69  | N/A          | \$ 8,798,631   | Common Stock       | N/A                |
| Pershing Square Holdings, Ltd.      | March 16, 2016   | Sell              | 8,083,965       | \$ 40.99  | N/A          | \$ 331,354,502 | Common Stock       | N/A                |