

---

---

**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): March 1, 2018**

---

**MONDELÉZ INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

---

**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-16483**  
(Commission  
File Number)

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

**Three Parkway North, Deerfield, Illinois 60015**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 7.01. Regulation FD Disclosure.**

On March 1, 2018, we issued a press release recommending that stockholders reject an unsolicited “mini-tender” offer by TRC Capital Corporation (“TRC”) to purchase up to 2.5 million shares of our common stock because TRC’s offer price is at a price below the current market price. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

This information, including Exhibit 99.1, will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section and it will not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibit is being furnished with this Current Report on Form 8-K.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#"><u>Mondelēz International, Inc. Press Release, dated March 1, 2018.</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, 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: March 2, 2018



**Contacts:** Michael Mitchell (Media)  
+1-847-943-5678  
[news@mdlz.com](mailto:news@mdlz.com)

Shep Dunlap (Investors)  
+1-847-943-5454  
[ir@mdlz.com](mailto:ir@mdlz.com)

### **Mondelēz International Recommends Stockholders Reject ‘Mini-Tender’ Offer by TRC Capital Corporation**

DEERFIELD, Ill. – March 1, 2018 – Mondelēz International, Inc. (NASDAQ: MDLZ) has been notified of an unsolicited “mini-tender” offer by TRC Capital Corporation (TRC) to purchase up to 2.5 million shares of Mondelēz International common stock, representing less than 0.2 percent of shares outstanding. TRC’s offer price of \$42.20 per share is approximately 4.4 percent below the closing price per share of Mondelēz International’s common stock on Feb. 16, 2018, the last trading day before the commencement of the offer.

Mondelēz International does not endorse TRC’s unsolicited mini-tender offer and is not associated with TRC, its mini-tender offer or the mini-tender offer documents.

Because TRC’s offer price is at a price below the current market price, Mondelēz International recommends that stockholders not tender their shares (i.e., take no action) or, if they have already tendered shares, withdraw their shares by providing the written notice described in the TRC mini-tender offer documents prior to the expiration of the offer, currently scheduled for 12:01 a.m., New York City time, on Wednesday, March 21, 2018. TRC may extend the offering period at its discretion.

Stockholders should obtain current market quotations for their shares, consult with their broker or financial advisor, and exercise caution with respect to TRC’s mini-tender offer. Mini-tender offers, such as this one by TRC, do not give investors the same level of protection afforded by larger tender offers. For example, in making this offer, TRC is not required to file disclosure and other offer documents with the Securities and Exchange Commission or adhere to additional procedures mandated by U.S. securities laws.

The SEC has cautioned investors that “some bidders make mini-tender offers at below-market prices, hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.”

Mondelēz International encourages brokers and dealers, as well as other market participants, to review the SEC’s letter to the Securities Industry Association regarding broker-dealer mini-tender offer dissemination and disclosures at <http://www.sec.gov/divisions/marketreg/minitenders/sia072401.htm>. Additional SEC guidance to investors on mini-tender offers is available at <http://www.sec.gov/investor/pubs/minitend.htm>.

Mondelēz International requests that a copy of this press release be included with all distributions of materials relating to TRC’s mini-tender offer related to shares of Mondelēz International’s common stock.

**About Mondelēz International**

Mondelēz International, Inc. (NASDAQ: MDLZ) is building the best snacking company in the world, with 2017 net revenues of approximately \$26 billion. Creating more moments of joy in approximately 160 countries, Mondelēz International is a world leader in biscuits, chocolate, gum, candy and powdered beverages, featuring global Power Brands such as *Oreo* and *beVita* biscuits; *Cadbury Dairy Milk* and *Milka* chocolate; and *Trident* gum. Mondelēz International is a proud member of the Standard and Poor’s 500, Nasdaq 100 and Dow Jones Sustainability Index. Visit [www.mondelezinternational.com](http://www.mondelezinternational.com) or follow the company on Twitter at [www.twitter.com/MDLZ](http://www.twitter.com/MDLZ).

