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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): January 24, 2014**

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**MONDELÉZ INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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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))
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**Item 8.01. Other Events.**

On January 24, 2014, we issued a press release announcing the results of our previously announced cash tender offer (the “Tender Offer”) for a portion of our 6.500% Notes due 2040, 7.000% Notes due 2037, 6.875% Notes due 2038, 6.875% Notes due 2039 and 6.500% Notes due 2031 (the “Notes”) as of the early participation deadline and an increase in the tender cap for our 6.500% Notes due 2040 and the combined aggregate maximum amount of Notes.

On January 24, 2014, we issued a press release announcing the pricing for the Tender Offer.

This Current Report on Form 8-K, including the press releases hereby incorporated by reference, is neither an offer to sell nor a solicitation of offers to buy any Notes. The Tender Offer is being made only pursuant to the offer to purchase and the related letter of transmittal. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

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

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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Mondelēz International, Inc. Press Release, dated January 24, 2014.
99.2	Mondelēz International, Inc. Press Release, dated January 24, 2014.

**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: January 24, 2014

**EXHIBIT INDEX**

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

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

**Mondelēz International Announces Early Tender  
Results for Cash Tender Offer; Increases the  
Maximum Amount and Tender Cap**

DEERFIELD, Ill. – Jan. 24, 2014 – Mondelēz International, Inc. today announced the early tender results as of 5:00 p.m. Eastern time on January 23, 2014 (the “Early Tender Deadline”) for its previously announced cash tender offer (the “Tender Offer”) for a portion of its 6.500% Notes due 2040 (the “Priority 1 Notes”), 7.000% Notes due 2037 (the “Priority 2 Notes”), 6.875% Notes due 2038 (the “Priority 3 Notes”), 6.875% Notes due 2039 (the “Priority 4 Notes”) and 6.500% Notes due 2031 (the “Priority 5 Notes” and, together with the Priority 1 Notes, the Priority 2 Notes, the Priority 3 Notes and the Priority 4 Notes, the “Notes”).

The principal amount of each series of Notes that were validly tendered and not validly withdrawn in the Tender Offer as of the Early Tender Deadline are outlined in the table below.

<u>Title of Security</u>	<u>CUSIP Number</u>	<u>Tender Cap</u>	<u>Acceptance Priority Level</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Aggregate Principal Amount Tendered</u>	<u>Percent of Amount Outstanding Tendered</u>
6.500% Notes due 2040	50075NAZ7	\$534,883,000	1	\$ 2,212,494,000	\$1,741,526,000	78.71%
7.000% Notes due 2037	50075NAR5	N/A	2	\$ 564,488,000	\$ 393,223,000	69.66%
6.875% Notes due 2038	50075NAT1	N/A	3	\$ 709,508,000	\$ 381,532,000	53.77%
6.875% Notes due 2039	50075NAW4	N/A	4	\$ 515,948,000	\$ 250,366,000	48.53%
6.500% Notes due 2031	50075NAC8	N/A	5	\$ 578,973,000	\$ 137,180,000	23.69%

The company announced that it has amended the terms of the Tender Offer and that the “Maximum Amount” for the Notes is being increased from \$1,000,000,000 to \$1,560,004,000. Additionally, the aggregate principal amount of the Priority 1 Notes that the company will purchase in the Tender Offer is being increased from \$500,000,000 to \$534,883,000. All other terms of the Tender Offer, as previously announced, remain unchanged.

Subject to the terms and conditions of the Tender Offer, the company expects that it will accept for purchase Notes validly tendered and not validly withdrawn prior to the Early Tender Deadline in an aggregate principal amount equal to the Maximum Amount. The settlement for the Notes accepted by the company in connection with the Early Tender Deadline is currently expected to take place on January 27, 2014 (the “Settlement Date”). The Notes tendered pursuant to the Tender Offer may no longer be withdrawn, unless otherwise required by law.

The Tender Offer will expire at 11:59 p.m., Eastern time, on February 6, 2014, unless extended (the “Expiration Time”). However, as the company intends, subject to the terms and conditions of the Tender Offer, to accept for purchase the Maximum Amount on the Settlement Date, further tenders of Notes prior to the Expiration Time will not be accepted for purchase. The Tender Offer is not conditioned upon any minimum amount of Notes being tendered, and the Tender Offer may be amended, extended, terminated or withdrawn in whole or with respect to one or more series of Notes. The amounts of each series of Notes that are purchased on the Settlement Date will be determined in accordance with the acceptance priority levels and the proration procedures described in the Offer to Purchase. It is expected that the Priority 1 Notes will be subject to a proration factor of approximately 30.7 percent.

The company’s obligation to accept for purchase, and to pay for, any Notes validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the Tender Offer is conditioned upon the satisfaction or waiver of the conditions described in the Offer to Purchase under the heading “Terms of the Tender Offer—Conditions to the Tender Offer”.

The Tender Offer, as amended hereby, is being made pursuant to an Offer to Purchase, dated January 9, 2014 (the “Offer to Purchase”) and related Letter of Transmittal (the “Letter of Transmittal”), which set forth a description of the other terms and conditions of the Tender Offer.

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities nor is this press release an offer to sell or a solicitation of an offer to buy securities. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The Tender Offer is being made solely pursuant to terms and conditions set forth in the Offer to Purchase and the Letter of Transmittal, as amended hereby.

Barclays Capital Inc., RBS Securities Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc. and UBS Securities LLC are serving as Lead Dealer Managers for the Tender Offer. Questions regarding the Tender Offer may be directed to Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect) or to RBS Securities Inc. at (877) 297-9832 (toll-free) or (203) 897-6145 (collect). Requests for the Offer to Purchase or the Letter of Transmittal or the documents incorporated by reference therein may be directed to Global Bondholder Services Corporation, which is acting as Tender and Information Agent for the Tender Offer, at the following telephone numbers: banks and brokers, 212-430-3774; all others toll free at 866-924-2200.

### **About Mondelēz International**

Mondelēz International, Inc. (NASDAQ: MDLZ) is a global snacking powerhouse, with 2012 revenue of \$35 billion. Creating delicious moments of joy in 165 countries, Mondelēz International is a world leader in chocolate, biscuits, gum, candy, coffee and powdered beverages, with billion-dollar brands such as Cadbury, Cadbury Dairy Milk and Milka chocolate, Jacobs coffee, LU, Nabisco and Oreo biscuits, Tang powdered beverages 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) and [www.facebook.com/mondelezinternational](http://www.facebook.com/mondelezinternational).

### **Forward-Looking Statements**

This press release contains a number of forward-looking statements. Words, and variations of words, such as “will,” “intend,” “expect” and similar expressions are intended to identify our forward-looking statements, including, but not limited to, statements about the terms and conditions of, and completion of, the tender offer. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause our actual results to differ materially from those indicated in our forward-looking statements. Please also see our risk factors, as they may be amended from time to time, set forth in our filings with the SEC, including our most recently filed Annual Report on Form 10-K. Mondelēz International disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release, except as required by applicable law or regulation.





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

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

### **Mondelēz International Announces Pricing for its Cash Tender Offer**

DEERFIELD, Ill. – Jan. 24, 2014 – Mondelez International, Inc. today announced the pricing for its previously announced cash tender offer (the “Tender Offer”) for a portion of its 6.500% Notes due 2040 (the “Priority 1 Notes”), 7.000% Notes due 2037 (the “Priority 2 Notes”), 6.875% Notes due 2038 (the “Priority 3 Notes”), 6.875% Notes due 2039 (the “Priority 4 Notes”) and 6.500% Notes due 2031 (the “Priority 5 Notes” and, together with the Priority 1 Notes, the Priority 2 Notes, the Priority 3 Notes and the Priority 4 Notes, the “Notes”).

The Tender Offer is being made pursuant to an Offer to Purchase, dated January 9, 2014 (the “Offer to Purchase”) and related Letter of Transmittal (the “Letter of Transmittal”), as amended by the company’s press release issued on January 24, 2014, which set forth a description of the terms and conditions of the Tender Offer.

The consideration to be paid in the Tender Offer for each series of Notes has been determined in the manner described in the Offer to Purchase by reference to a fixed spread over the yield to maturity of the applicable Reference U.S. Treasury Security specified in the table below and in the Offer to Purchase (the “Tender Offer Yield”). Holders who validly tendered and did not validly withdraw Notes at or prior to the Early Tender Deadline (as defined below) that are accepted for purchase will receive the applicable “Total Consideration” listed in the table below, which includes an early tender payment of \$30.00 per \$1,000 principal amount of Notes accepted for purchase (the “Early Tender Premium”). In addition, holders whose Notes are accepted for purchase pursuant to the Tender Offer will also receive accrued and unpaid interest on their purchased Notes from the last interest payment date for such Notes to, but excluding, the settlement date.



Title of Security	CUSIP Number	Aggregate Principal Amount Outstanding	Tender Cap	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page(1)	Reference Yield	Fixed Spread (Basis Points)	Tender Offer Yield	Total Consideration(2)(3)
6.500% Notes due 2040	50075NAZ7	\$2,212,494,000	\$534,883,000	1	3.625% due 8/15/2043	FIT1	3.664%	100	4.664%	\$ 1,275.09
7.000% Notes due 2037	50075NAR5	\$ 564,488,000	N/A	2	3.625% due 8/15/2043	FIT1	3.664%	110	4.764%	\$ 1,314.37
6.875% Notes due 2038	50075NAT1	\$ 709,508,000	N/A	3	3.625% due 8/15/2043	FIT1	3.664%	108	4.744%	\$ 1,303.47
6.875% Notes due 2039	50075NAW4	\$ 515,948,000	N/A	4	3.625% due 8/15/2043	FIT1	3.664%	108	4.744%	\$ 1,310.06
6.500% Notes due 2031	50075NAC8	\$ 578,973,000	N/A	5	3.625% due 8/15/2043	FIT1	3.664%	87	4.534%	\$ 1,237.96

- (1) The applicable page on Bloomberg from which Barclays Capital Inc. and RBS Securities Inc. will quote the bid side prices of the applicable Reference U.S. Treasury Security.
- (2) Per \$1,000 principal amount of Notes.
- (3) Includes the Early Tender Premium.

The Tender Offer will expire at 11:59 p.m., Eastern time, on February 6, 2014, unless extended (such date and time, as the same may be extended, the “Expiration Time”). Holders of Notes must have validly tendered and not validly withdrawn their Notes on or before 5:00 p.m., Eastern time, on January 23, 2014 (the “Early Tender Deadline”) to be eligible to receive the applicable Total Consideration for their tendered Notes. After such time, the Notes may not be withdrawn except in certain limited circumstances where additional withdrawal rights are required by law. Assuming the Tender Offer is not extended and the conditions to the Tender Offer are satisfied or waived, the company expects that settlement for Notes validly tendered and not validly withdrawn on or before the Early Tender Deadline and accepted for purchase will be on January 27, 2014 (the “Settlement Date”). As the company intends, subject to the terms and conditions of the Tender Offer, to accept for purchase the maximum combined aggregate principal amount of Notes that may be purchased in the Tender Offer on the Settlement Date, further tenders of Notes prior to the Expiration Time will not be accepted for purchase.

The company’s obligation to accept for purchase, and to pay for, any Notes validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the Tender Offer is conditioned upon the satisfaction or waiver of the conditions described in the Offer to Purchase under the heading “Terms of the Tender Offer—Conditions to the Tender Offer”.

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### **Forward-Looking Statements**

This press release contains a number of forward-looking statements. Words, and variations of words, such as "will," "intend," "expect" and similar expressions are intended to identify our forward-looking statements, including, but not limited to, statements about the terms and conditions of, and completion of, the tender offer. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause our actual results to differ materially from those indicated in our forward-looking statements. Please also see our risk factors, as they may be amended from time to time, set forth in our filings with the SEC, including our most recently filed Annual Report on Form 10-K. Mondelez International disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release, except as required by applicable law or regulation.

