

MAY PETER W
Form 4
March 08, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
MAY PETER W

2. Issuer Name and Ticker or Trading Symbol
Mondelez International, Inc.
[MDLZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
280 PARK AVENUE, 41ST FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Price		
Class A Common Stock	03/06/2018		S ⁽¹⁾	18,191,062	D \$ 43.61	17,772,662	I Please see explanation below ⁽²⁾ ⁽³⁾
Class A Common Stock	03/06/2018		X/K ⁽¹⁾	182,189	A \$ 27.8084	17,954,851	I Please see explanation below ⁽²⁾ ⁽³⁾
Class A Common Stock	03/06/2018		J/K ⁽¹⁾	182,189	D \$ 43.61	17,772,662	I Please see explanation below ⁽²⁾ ⁽³⁾
Class A Common	03/06/2018		X/K ⁽¹⁾	915,985	A \$ 28.0233	18,688,647	I Please see explanation

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Stock					(4) (5)				below (2) (3)
Class A Common Stock	03/06/2018	J/K(1)	915,985	D	\$ 43.61 (4) (5)	17,772,662	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	X/K(1)	261,953	A	\$ 27.9611 (4) (5)	18,034,615	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	J/K(1)	261,953	D	\$ 43.61 (4) (5)	17,772,662	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	X/K(1)	5,659	A	\$ 27.986 (4) (5)	17,778,321	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	J/K(1)	5,659	D	\$ 43.61 (4) (5)	17,772,662	I		Please see explanation below (2) (3)
Class A Common Stock						1,003	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Equity Swap	\$ 43.61 (4) (5)	03/06/2018		X/K(1)	182,189	(4)(5) 01/21/2020	Class A Common Stock 182,189
Equity Swap	\$ 43.61 (4) (5)	03/06/2018		X/K(1)	915,985	(4)(5) 01/21/2020	Class A Common Stock 915,985
Equity Swap	\$ 43.61 (4) (5)	03/06/2018		X/K(1)	261,953	(4)(5) 01/21/2020	Class A Common 261,953

Equity Swap	\$ 43.61 (4) (5)	03/06/2018	X/K ⁽¹⁾	5,659	(4)(5)	01/21/2020	Stock Class A Common Stock	5,659
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Reporting Owners

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

Signatures

Stacey L. Sayetta, Attorney-in-Fact for Peter W. May 03/08/2018
**Signature of Reporting Person Date

Stacey L. Sayetta, Attorney-in-Fact for Peter W. May, member of the general partner of
 Trian Fund Management, L.P. 03/08/2018
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Represents the sale of shares and the unwinding of equity swaps by two investment funds in connection with the winding up of such investment funds following the expiration of their respective lock-up periods. The shares and the swaps were the sole holdings of the investment funds and were acquired in 2013.
- (2) Trian Fund Management, Inc. ("Trian Management") serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund II, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Partners Strategic Investment, Fund-D, L.P., Trian Partners Strategic Investment Fund N, L.P., Trian Partners Fund (Sub)-G, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund-G III, L.P., Trian Partners SPV (SUB) VII, L.P., and Trian SPV (Sub) VII-L, L.P. ("SPV VII-L" and collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of Mondelez International, Inc. ("Mondelez International") held by them.
- (FN2, contd.) Mr. May 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. Accordingly, Mr. May and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under 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. May is a director of Mondelez International.
- (4) SPV VII-L previously entered into the equity swap agreements with a counterparty (collectively, the "Swap") with respect to an aggregate of 1,365,786 shares of Mondelez International. Under the terms of the Swap, on each settlement date applicable to the expiration or earlier termination of such Swap (each a "Settlement Date"): (i) SPV VII-L was obligated to pay to the counterparty any negative price performance (capital depreciation) of the reference shares as of such Settlement Date and (ii) the counterparty was obligated to pay to SPV VII-L any positive price performance (capital appreciation) over (a) \$27.8084 with respect to 182,189 reference shares, (b) \$28.0233

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with respect to 915,985 reference shares,

- (FN4, contd) (c) \$27.9611 with respect to 261,953 reference shares and (d) \$27.986 with respect to 5,659 reference shares (in each case plus a \$0.03 commission) as of such Settlement Date plus any dividends paid during the life of the Swap. In addition, on each Settlement Date, SPV VII-L was obligated to pay to the counterparty a financing fee through such date at the rate set forth in the Swap. On March 6, (5) 2018 the Swap was unwound in accordance with its terms at the noted prices per share. In addition, on each Settlement Date the counterparty paid to SPV VII-L an amount equal to the dividends paid on the reference shares during the term of the Swap and SPV VII-L paid to the counterparty the applicable financing fee. At no time during the Swap did Triam SPV VII-L ever hold any of the reference shares or have any voting or dispositive power over the reference shares

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.