

Mondelez International, Inc.
 Form 4
 September 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
PELTZ NELSON

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)

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

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

280 PARK AVENUE, 41ST FLOOR

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

(Street)

NEW YORK, NY 10017

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 09/13/2016 | | X/K ⁽¹⁾ | A | \$ 27.6896 | 48,951,334 | I | Please see explanation below ⁽⁴⁾ ⁽⁵⁾ |
| | | | | | ⁽²⁾ ⁽³⁾ | | | |
| Class A Common Stock | 09/13/2016 | | J/K ⁽¹⁾ | D | \$ 42.7257 | 48,018,409 | I | Please see explanation below ⁽⁴⁾ ⁽⁵⁾ |
| | | | | | ⁽²⁾ ⁽³⁾ | | | |
| Class A Common Stock | 09/14/2016 | | X/K ⁽¹⁾ | A | \$ 27.6896 | 48,219,484 | I | Please see explanation below ⁽⁴⁾ ⁽⁵⁾ |
| | | | | | ⁽²⁾ ⁽³⁾ | | | |
| Class A Common | 09/14/2016 | | J/K ⁽¹⁾ | D | \$ 42.6152 | 48,018,409 | I | Please see explanation |

| | | |
|----------------------------|-----------------------|-----------------------------|
| Stock | <u>(2)</u> <u>(3)</u> | below <u>(4)</u> <u>(5)</u> |
| Class A Common Stock | 13,495 | D |

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

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SEC 1474
(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 | \$ 42.7257 <u>(2)</u> <u>(3)</u> | 09/13/2016 | | X/K ⁽¹⁾ | 932,925 | <u>(2)</u> <u>(3)</u> | 02/13/2018 | Class A Common Stock | 932,925 |
| Equity Swap | \$ 42.6152 <u>(2)</u> <u>(3)</u> | 09/14/2016 | | X/K ⁽¹⁾ | 201,075 | <u>(2)</u> <u>(3)</u> | 02/13/2018 | Class A Common Stock | 201,075 |

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

Stacey L. Sayetta, Attorney-in-Fact for Nelson Peltz

09/15/2016

__Signature of Reporting Person

Date

Stacey L. Sayetta, Attorney-in-Fact for Nelson Peltz, member of the general partner of Trian Fund Management, L.P.

09/15/2016

__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 unwinding, pursuant to the terms of the equity swap agreement, of a specific equity swap with respect to shares of Mondelez International which Trian SPV (Sub) VII-TR, L.P. ("SPV VII-TR") entered into in February 2013 and which was its sole holding, in connection with the exercise of redemption rights by the sole investor in SPV VII-TR following the expiration of the applicable lock-up period.

(2) SPV VII-TR previously entered into the equity swap agreement with a counterparty (the "Swap") with respect to 1,134,000 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-TR 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-TR any positive price performance (capital appreciation) over \$27.6896 (plus a \$.03 commission) of the reference shares as of such Settlement Date plus any dividends paid during the life of the Swap. In addition, on each Settlement Date, SPV VII-TR was obligated to pay to the counterparty a financing fee through such date at the rate set forth in the Swap.

(3) (FN2, contd.) On September 13 and 14, 2016 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-TR an amount equal to the dividends paid on the reference shares during the term of the Swap and SPV VII-TR paid to the counterparty the applicable financing fee. At no time during the Swap did Trian SPV VII-TR ever hold any of the reference shares or have any voting or dispositive power over the reference shares.

(4) Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Master Fund ERISA, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund, 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., Trian SPV (Sub) VII-L, L.P. and SPV VII-TR, L.P. (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 held by them.

(5) (FN4, 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. Accordingly, Mr. Peltz 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. Peltz is a director of Mondelez International.

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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