MAY PETER W
Form 3
March 05, 2018

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â MAY PETER W
(Last) (First) (Middle)

280 PARK AVENUE,Â 41ST FLOOR
(Street)

NEW YORK,Â NYÂ 10017
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/01/2018

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	35,963,724	I	Please see explanation below (1) (2)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Equity Swap	Â (3)(4)	01/21/2020(3)(4)	Class A Common Stock	182,189	$ 27.8084	I	Please see explanation below (1) (2)
Equity Swap	Â (3)(4)	01/21/2020(3)(4)	Class A Common Stock	915,985	$ 28.0233	I	Please see explanation below (1) (2)
Equity Swap	Â (3)(4)	01/21/2020(3)(4)	Class A Common Stock	261,953	$ 27.9611	I	Please see explanation below (1) (2)
Equity Swap	Â (3)(4)	01/21/2020(3)(4)	Class A Common Stock	5,659	$ 27.986	I	Please see explanation below (1) (2)

Reporting Owners

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

Signatures

Stacey L. Sayetta, Attorney-in-Fact for Peter W. May 03/05/2018

**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. 03/05/2018

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.

(2) (FN1, 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.

(3) SPV VII-L has entered into an equity swap agreement with a counterparty (the "Swaps"). Under the terms of these Swaps, on the settlement date applicable to the expiration or earlier termination of such Swap (the "Settlement Date") SPV VII-L will be obligated to pay to the counterparty any negative price performance (capital depreciation) of the reference shares as of the Settlement Date and the counterparty will be obligated to pay to SPV VII-L any positive price performance (capital appreciation) of the reference shares as of the Settlement Date.

(4) (FN3, contd.) In addition, on the Settlement Date, SPV VII-L is obligated to pay to the counterparty a financing fee through such date at the rates set forth in the applicable contracts. On the Settlement Date, the counterparty is obligated to pay to SPV VII-L any dividends that have accrued with respect to the notional number of shares subject to settlement as of such date. All balances will be cash settled upon such Settlement Date. At no time during the term of the Swaps (including upon exercise or expiration) does SPV VII-L have any voting or dispositive power over the reference shares. The original expiration date of January 19, 2018 was extended to January 21, 2020.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ -Â PeterÂ W.Â May

ExhibitÂ 24.2Â -Â PowerÂ ofÂ AttorneyÂ -Â TrianÂ FundÂ Management,Â L.P.

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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