

Mondelez International, Inc.  
Form 8-K  
October 07, 2015

**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): October 1, 2015**

**MONDELÉZ INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**

**of incorporation)**

**1-16483**  
**(Commission**

**File Number)**

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

**52-2284372**  
**(I.R.S. Employer**

**Identification No.)**

Edgar Filing: Mondelez International, Inc. - Form 8-K  
**(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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On October 1, 2015, Mondelēz International, Inc.'s Board of Directors (the Board) amended our Amended and Restated By-Laws (the By-Laws) to implement proxy access, effective as of October 9, 2015. Article II, Section 4, subsection (e) of the By-Laws has been added to permit a shareholder, or a group of up to 20 shareholders, owning 3% or more of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials directors constituting up to two individuals or 20% of the Board, whichever is greater, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the By-Laws.

The above description of the amendments to the By-Laws is not complete and is qualified in its entirety by reference to the By-Laws, which are filed as Exhibit 3.1 to this report and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

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

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated By-Laws of Mondelēz International, Inc., effective as of October 9, 2015.

**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: October 7, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated By-Laws of Mondelēz International, Inc., effective as of October 9, 2015.