Mondelez International, Inc.
Form 10-Q
July 27, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-16483

Mondelēz International, Inc.

(Exact name of registrant as specified in its charter)

Virginia	**52-2284372**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Three Parkway North, **Deerfield, Illinois**	**60015**
(Address of principal executive offices)	(Zip Code)

(Registrant s telephone number, including area code) **(847) 943-4000**

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

At July 22, 2016, there were 1,555,535,018 shares of the registrant s Class A Common Stock outstanding.

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Mondelēz International, Inc.

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In this report, for all periods presented, we, us, our, the Company and Mondelēz International refer to Mondelēz International, Inc. and subsidiaries. References to Common Stock refer to our Class A Common Stock.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Mondelēz International, Inc. and Subsidiaries

Condensed Consolidated Statements of Earnings

(in millions of U.S. dollars, except per share data)

(Unaudited)

	For the Three Months Ended June 30, 2016	For the Three Months Ended June 30, 2015	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
Net revenues	$ 6,302	$ 7,661	$ 12,757	$ 15,423
Cost of sales	3,786	4,595	7,706	9,416
Gross profit	2,516	3,066	5,051	6,007
Selling, general and administrative expenses	1,668	1,961	3,283	3,885
Asset impairment and exit costs	166	231	320	391
Gain on divestiture		(13)		(13)
Amortization of intangibles	44	46	88	92
Operating income	638	841	1,360	1,652
Interest and other expense, net	151	314	395	700
Earnings before income taxes	487	527	965	952
Provision for income taxes	(118)	(100)	(167)	(213)
Gain on equity method investment exchange			43	
Equity method investment net earnings	102		187	
Net earnings	471	427	1,028	739
Noncontrolling interest earnings	(7)	(21)	(10)	(9)
Net earnings attributable to Mondelēz International	$ 464	$ 406	$ 1,018	$ 730
Per share data:				
Basic earnings per share attributable to Mondelēz International	$ 0.30	$ 0.25	$ 0.65	$ 0.45
Diluted earnings per share attributable to Mondelēz International	$ 0.29	$ 0.25	$ 0.64	$ 0.44

Dividends declared	$	0.17	$	0.15	$	0.34	$	0.30

See accompanying notes to the condensed consolidated financial statements.

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Mondelēz International, Inc. and Subsidiaries

Condensed Consolidated Statements of Comprehensive Earnings

(in millions of U.S. dollars)

(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Net earnings	$ 471	$ 427	$ 1,028	$ 739
Other comprehensive earnings / (losses):				
Currency translation adjustment	(463)	501	138	(1,412)
Pension and other benefit plans	45	31	69	73
Derivative cash flow hedges	17	(7)	10	(51)
Total other comprehensive earnings / (losses)	(401)	525	217	(1,390)
Comprehensive earnings / (losses)	70	952	1,245	(651)
less: Comprehensive earnings / (losses) attributable to noncontrolling interests	(7)	30	9	(7)
Comprehensive earnings / (losses) attributable to Mondelēz International	$ 77	$ 922	$ 1,236	$ (644)

See accompanying notes to the condensed consolidated financial statements.

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Mondelēz International, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(in millions of U.S. dollars, except share data)

(Unaudited)

	June 30, 2016	December 31, 2015
ASSETS		
Cash and cash equivalents	$ 1,755	$ 1,870
Trade receivables (net of allowances of $58 at June 30, 2016 and $54 at December 31, 2015)	2,796	2,634
Other receivables (net of allowances of $104 at June 30, 2016 and $109 at December 31, 2015)	1,123	1,212
Inventories, net	2,713	2,609
Other current assets	592	633
Total current assets	8,979	8,958
Property, plant and equipment, net	8,425	8,362
Goodwill	20,741	20,664
Intangible assets, net	18,781	18,768
Prepaid pension assets	72	69
Deferred income taxes	270	277
Equity method investments	5,618	5,387
Other assets	385	358
TOTAL ASSETS	$ 63,271	$ 62,843
LIABILITIES		
Short-term borrowings	$ 2,691	$ 236
Current portion of long-term debt	1,011	605
Accounts payable	4,562	4,890
Accrued marketing	1,489	1,634
Accrued employment costs	698	844
Other current liabilities	2,545	2,713
Total current liabilities	12,996	10,922
Long-term debt	13,578	14,557
Deferred income taxes	4,801	4,750
Accrued pension costs	1,715	2,183
Accrued postretirement health care costs	497	499

Other liabilities		2,008		1,832
TOTAL LIABILITIES		35,595		34,743
Commitments and Contingencies (Note 11)				
EQUITY				
Common Stock, no par value (5,000,000,000 shares authorized and 1,996,537,778 shares issued at June 30, 2016 and December 31, 2015)				
Additional paid-in capital		31,771		31,760
Retained earnings		21,127		20,700
Accumulated other comprehensive losses		(9,768)		(9,986)
Treasury stock, at cost (441,480,348 shares at June 30, 2016 and 416,504,624 shares at December 31, 2015)		(15,538)		(14,462)
Total Mondelēz International Shareholders Equity		27,592		28,012
Noncontrolling interest		84		88
TOTAL EQUITY		27,676		28,100
TOTAL LIABILITIES AND EQUITY	$	63,271	$	62,843

See accompanying notes to the condensed consolidated financial statements.

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Mondelēz International, Inc. and Subsidiaries

Condensed Consolidated Statements of Equity

(in millions of U.S. dollars, except per share data)

(Unaudited)

	Mondelēz International Shareholders Equity						
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Earnings / (Losses)	Treasury Stock	Noncontrolling Interest*	Total Equity
Balances at January 1, 2015	$	$ 31,651	$ 14,529	$ (7,318)	$ (11,112)	$ 103	$ 27,853
Comprehensive earnings / (losses):							
Net earnings			7,267			24	7,291
Other comprehensive losses, net of income taxes				(2,668)		(26)	(2,694)
Exercise of stock options and issuance of other stock awards		109	(70)		272		311
Common Stock repurchased					(3,622)		(3,622)
Cash dividends declared ($0.64 per share)			(1,026)				(1,026)
Dividends paid on noncontrolling interest and other activities						(13)	(13)
Balances at December 31, 2015	$	$ 31,760	$ 20,700	$ (9,986)	$ (14,462)	$ 88	$ 28,100
Comprehensive earnings / (losses):							
Net earnings			1,018			10	1,028
Other comprehensive earnings / (losses), net of income taxes				218		(1)	217
Exercise of stock options and issuance of other stock awards		11	(58)		236		189
Common Stock repurchased					(1,312)		(1,312)
Cash dividends declared ($0.34 per share)			(533)				(533)
Dividends paid on noncontrolling interest and other activities						(13)	(13)
Balances at June 30, 2016	$	$ 31,771	$ 21,127	$ (9,768)	$ (15,538)	$ 84	$ 27,676

* Noncontrolling interest as of June 30, 2015 was $89 million, as compared to $103 million as of January 1, 2015. The change of $(14) million during the six months ended June 30, 2015 was due to $(16) million of other comprehensive losses, net of taxes, $9 million of net earnings and $(7) million of dividends paid.

See accompanying notes to the condensed consolidated financial statements.

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Mondelēz International, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(in millions of U.S. dollars)

(Unaudited)

	For the Six Months Ended June 30, 2016	2015
CASH PROVIDED BY / (USED IN) OPERATING ACTIVITIES		
Net earnings	$ 1,028	$ 739
Adjustments to reconcile net earnings to operating cash flows:		
Depreciation and amortization	408	457
Stock-based compensation expense	72	66
Deferred income tax benefit	(86)	(52)
Gain on divestiture		(13)
Asset impairments	142	138
Loss on early extinguishment of debt		708
JDE coffee business transactions currency-related net gains		(407)
Gain on equity method investment exchange	(43)	
Income from equity method investments	(173)	(56)
Distributions from equity method investments	58	59
Other non-cash items, net	112	140
Change in assets and liabilities, net of acquisitions and divestitures:		
Receivables, net	(27)	(143)
Inventories, net	(63)	(181)
Accounts payable	(319)	(49)
Other current assets	23	52
Other current liabilities	(457)	(694)
Change in pension and postretirement assets and liabilities, net	(338)	(193)
Net cash provided by operating activities	337	571
CASH PROVIDED BY / (USED IN) INVESTING ACTIVITIES		
Capital expenditures	(604)	(790)
Proceeds from JDE coffee business transactions currency hedge settlements		1,235
Acquisition, net of cash received		(81)
Proceeds from divestiture, net of disbursements		219
Proceeds from sale of property, plant and equipment and other	99	
Net cash (used in) / provided by investing activities	(505)	583

CASH PROVIDED BY / (USED IN) FINANCING ACTIVITIES				
Issuances of commercial paper, maturities greater than 90 days		491		613
Repayments of commercial paper, maturities greater than 90 days		(68)		(405)
Net issuances of other short-term borrowings		2,008		2,980
Long-term debt proceeds		1,149		3,606
Long-term debt repaid		(1,757)		(4,539)
Repurchase of Common Stock		(1,312)		(2,132)
Dividends paid		(537)		(495)
Other		54		75
Net cash provided by / (used in) financing activities		28		(297)
Effect of exchange rate changes on cash and cash equivalents		25		(88)
Cash and cash equivalents:				
(Decrease) / increase		(115)		769
Cash balance included in current assets held for sale				(442)
Balance at beginning of period		1,870		1,631
Balance at end of period	$	1,755	$	1,958

See accompanying notes to the condensed consolidated financial statements.

Mondelēz International, Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 1. Basis of Presentation

The condensed consolidated financial statements include Mondelēz International, Inc. as well as our wholly owned and majority owned subsidiaries.

Our interim condensed consolidated financial statements are unaudited. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been omitted. It is management s opinion that these financial statements include all normal and recurring adjustments necessary for a fair presentation of our financial position and operating results. Net revenues and net earnings for any interim period are not necessarily indicative of future or annual results.

We derived the condensed consolidated balance sheet data as of December 31, 2015 from audited financial statements, but do not include all disclosures required by U.S. GAAP. You should read these statements in conjunction with our consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2015.

Principles of Consolidation:

As of the close of the fourth quarter of 2015, we deconsolidated our Venezuelan operations from our consolidated financial statements. As such, the results of our Venezuelan subsidiaries are not included in our condensed consolidated financial statements for the three and six months ended June 30, 2016. The operating results of our Venezuelan subsidiaries are included in our condensed consolidated financial statements for the three and six months ended June 30, 2015. See *Currency Translation and Highly Inflationary Accounting: Venezuela* below for more information.

On July 2, 2015, we contributed our global coffee businesses to a new company, Jacobs Douwe Egberts (JDE), in which we now hold an equity interest (collectively, the JDE coffee business transactions). Historically, our coffee businesses and the income from equity method investments were recorded within our operating income as these businesses were part of our base business. While we retain an ongoing interest in coffee through significant equity method investments including JDE and Keurig Green Mountain Inc. (Keurig), and we have significant influence with JDE, Keurig and other equity method investments, we do not have control over these operations directly. As such, beginning in the third quarter of 2015, and for the three and six months ended June 30, 2016, we recognize equity method investment earnings outside of operating income and segment income. For the three and six months ended June 30, 2015, our historical coffee business and equity method investment earnings were included within our operating income and segment income. Please see Note 2, *Divestitures and Acquisitions JDE Coffee Business Transactions* and *Keurig Transaction*, and Note 15, *Segment Reporting*, for more information on these transactions.

Currency Translation and Highly Inflationary Accounting:

We translate the results of operations of our subsidiaries from multiple currencies using average exchange rates during each period and translate balance sheet accounts using exchange rates at the end of each period. We record currency translation adjustments as a component of equity (except for highly inflationary currencies) and realized exchange gains and losses on transactions in earnings.

United Kingdom. On June 23, 2016, the United Kingdom (U.K.) voted by referendum to exit the European Union (E.U.); this vote is commonly referred to as Brexit. The referendum is non-binding and the exit from the E.U. is not immediate. Once the U.K. invokes E.U. Article 50, there is a two-year window in which the U.K. and European Commission can negotiate the future terms for imports, exports, taxes, employment, immigration and other areas.

Brexit has caused volatility in global stock markets and currency exchange rates, affecting the markets in which we operate. The implications of Brexit could adversely affect demand for our products, our financial results and operations, and our relationships with customers, suppliers and employees in the short or long-term. On June 24, 2016, the value of the British pound sterling relative to the U.S. dollar fell by 9%, and the value of both the pound sterling and euro continued to be negatively affected following the vote. Further volatility in both exchange rates is expected over the transition period.

As the business operating environment remains uncertain, we continue to monitor our investments and currency exposures abroad. As the U.K. is not a highly-inflationary economy for accounting purposes, we record currency translation adjustments within equity and realized exchange gains and losses on transactions in earnings. While we have not experienced significant business disruptions in our U.K. businesses immediately following the referendum, the devaluation of the British pound sterling in late June adversely affected our translated results reported in U.S. dollars. We have natural hedges in the form of pound sterling as well as euro-denominated debt that act as net investment hedges, moving counter to adverse pound sterling and euro currency translation impacts. British pound sterling currency transaction risks are largely mitigated due to our global chocolate businesses buying cocoa in British pound sterling. Our U.K. operations contributed $486 million, or 7.7% of consolidated net revenues in the three months and $1.1 billion, or 8.7% of consolidated net revenues in the six months ended June 30, 2016.

Venezuela. From January 1, 2010 through December 31, 2015, we accounted for the results of our Venezuelan subsidiaries using the U.S. dollar as the functional currency as prescribed by U.S. GAAP for highly inflationary economies.

Effective as of the close of the 2015 fiscal year, we concluded that we no longer met the accounting criteria for consolidation of our Venezuelan subsidiaries due to a loss of control over our Venezuelan operations and an other-than-temporary lack of currency exchangeability. During the fourth quarter of 2015, representatives of the Venezuelan government arbitrarily imposed pricing restrictions on our local operations that resulted in our inability to recover operating costs. We immediately began an appeal process with the Venezuelan authorities to demonstrate that our pricing was in line with the regulatory requirements. In January 2016, local officials communicated that some of the pricing restrictions had been lifted; however, the legally required administrative order has not been issued and it is uncertain when it will be issued. The legal and regulatory environment has become more unreliable. While we have been complying with the Venezuelan law governing pricing and profitability controls and have followed the legal process for appeal, the appeal process was not available to us as outlined under law. Additionally, we have been increasingly facing issues procuring raw materials and packaging. Taken together, these actions, the economic environment in Venezuela and the progressively limited access to dollars to import goods through the use of any of the available currency mechanisms have impaired our ability to operate and control our Venezuelan businesses. As a result of these factors, we concluded that we no longer met the criteria for the consolidation of our Venezuelan subsidiaries.

As of the close of the 2015 fiscal year, we deconsolidated and changed to the cost method of accounting for our Venezuelan operations. We recorded a $778 million pre-tax loss on December 31, 2015 as we reduced the value of our cost method investment in Venezuela and all Venezuelan receivables held by our other subsidiaries to realizable fair value, resulting in full impairment. The recorded loss also included historical cumulative translation adjustments related to our Venezuelan operations that had previously been recorded in accumulated other comprehensive losses within equity. The fair value of our investments in our Venezuelan subsidiaries was estimated based on discounted cash flow projections of current and expected operating losses in the foreseeable future and our ability to operate the business on a sustainable basis. Our fair value estimate included U.S. dollar exchange and discount rate assumptions that reflect the inflation and economic uncertainty in Venezuela.

Beginning in 2016, we no longer include net revenues, earnings or net assets of our Venezuelan subsidiaries within our condensed consolidated financial statements. Under the cost method of accounting, earnings are only recognized to the extent cash is received. Given the current and ongoing difficult economic, regulatory and business environment in Venezuela, there continues to be significant uncertainty related to our operations in Venezuela, and we expect these conditions will continue for the foreseeable future. We will monitor the extent of our ability to control our Venezuelan operations and the liquidity and availability of U.S. dollars at different rates, including the changes to the currency exchange systems in March 2016, as our current situation in Venezuela may change over time and lead to consolidation at a future date.

We recorded no revenues, earnings or other financial results from our Venezuelan subsidiaries during the three and six months ended June 30, 2016, and we continue to monitor the business, economic and regulatory climate in Venezuela. For the three and six months ended June 30, 2015, the operating results of our Venezuelan operations were included in our condensed consolidated statements of earnings. During the first quarter of 2015, we recognized an $11 million currency-related remeasurement loss resulting from a devaluation of the Venezuela bolivar exchange rate we historically used to source U.S. dollars for purchases of imported raw materials, packaging and other goods and services.

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The following table sets forth net revenues and operating income (including the impact of remeasurement losses) for our Venezuelan operations for the three and six months ended June 30, 2015:

Venezuela operations	**Three Months Ended June 30, 2015**
Net revenues	$301 million or 3.9% of consolidated net revenues
Operating income	$74 million or 8.8% of consolidated operating income
	Six Months Ended June 30, 2015
Net revenues	$519 million or 3.4% of consolidated net revenues
Operating income	$115 million or 7.0% of consolidated operating income

Argentina. On December 16, 2015, the new Argentinean government fiscal authority announced the lifting of strict currency controls and reduced restrictions on exports and imports. The next day, the value of the Argentinean peso relative to the U.S. dollar fell by 36%. In the first six months of 2016, the value of the Argentinean peso relative to the U.S. dollar declined 16%. Further volatility in the exchange rate is expected. While the business operating environment remains challenging, we continue to monitor and actively manage our investment and exposures in Argentina. We continue executing our hedging programs and refining our product portfolio to improve our product offerings, mix and profitability. We also continue to implement additional cost initiatives to protect the business. While further currency declines could have an adverse impact on our ongoing results of operations, we believe the actions by the new government to reduce economic controls and business restrictions will provide favorable opportunities for our Argentinean subsidiaries. Our Argentinean operations contributed $164 million, or 2.6% of consolidated net revenues in the three months and $294 million, or 2.3% of consolidated net revenues in the six months ended June 30, 2016. As of June 30, 2016, the net monetary liabilities of our Argentina operations were not material. Argentina is not designated as a highly-inflationary economy for accounting purposes, so we record currency translation adjustments within equity and realized exchange gains and losses on transactions in earnings.

Other Countries. Since we have operations in over 80 countries and sell in 165 countries, we regularly monitor economic and currency-related risks and seek to take protective measures in response to these exposures. Some of the countries in which we do business have recently experienced periods of significant economic uncertainty. These include Brazil, China, Mexico, Russia, Turkey, Egypt, Nigeria and Ukraine, most of which have had either currency devaluation or volatility in exchange rates. We continue to monitor operations, currencies and net monetary exposures in these countries. At this time, we do not anticipate any risk to our operating results from changing to highly inflationary accounting in these countries.

Transfers of Financial Assets:

We account for transfers of financial assets, such as uncommitted revolving non-recourse accounts receivable factoring arrangements, when we have surrendered control over the related assets. Determining whether control has transferred requires an evaluation of relevant legal considerations, an assessment of the nature and extent of our continuing involvement with the assets transferred and any other relevant considerations. We use receivable factoring arrangements periodically when circumstances are favorable to manage liquidity. We have a factoring arrangement with a major global bank for a maximum combined capacity of $820 million. Under the program, we may sell eligible short-term trade receivables to the bank in exchange for cash. We then continue to collect the receivables sold, acting solely as a collecting agent on behalf of the bank. We also enter into certain arrangements with customers to achieve earlier collection of receivables. The incremental cost of factoring receivables was $1 million in the three months and $2 million in the six months ended June 30, 2016 and $1 million in the three and six months ended June 30, 2015 and was recorded in net revenue. The outstanding principal amount of receivables under these arrangements amounted to

$494 million as of June 30, 2016 and $379 million as of June 30, 2015.

Accounting Calendar Change:

In connection with moving toward a common consolidation date across the Company, in the first quarter of 2015, we changed the consolidation date for our North America segment from the last Saturday of each period to the last calendar day of each period. The change had a favorable impact of $38 million on net revenues and $18 million on operating income in the six months ended June 30, 2015. As a result of this change, each of our operating subsidiaries now reports results as of the last calendar day of the period.

New Accounting Pronouncements:

In March 2016, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) to simplify the accounting for stock-based compensation. The ASU addresses several areas of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and cash flow statement presentation. The ASU is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. We are currently assessing the impact across our operations and on our condensed consolidated financial statements.

In March 2016, the FASB issued an ASU that simplifies the transition accounting for increases in investments that require a change from the cost basis to the equity method of accounting. U.S. GAAP currently requires the impact of such changes in accounting method to be retroactively applied to all prior periods that the investment was held. Under the new standard, adjustments to the investor s basis in the investment should be recorded on the date the investment becomes qualified for equity method accounting. The equity method of accounting is then applied prospectively from that date. The ASU is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. This ASU is not expected to have a significant impact on our condensed consolidated financial statements. We plan to adopt when the ASU becomes effective or earlier if an in-scope transaction arises.

In March 2016, the FASB issued an ASU that clarifies whether contingent put and call options meet the clearly and closely related criteria in connection with accounting for embedded derivatives. U.S GAAP requires that embedded derivatives be separated from the host contract and accounted for separately as derivatives if certain criteria are met. The criteria include determining that the economic characteristics and risks of the embedded derivatives are not clearly and closely related to those of the host contract. The ASU is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. We are currently assessing the impact across our operations and on our condensed consolidated financial statements.

In March 2016, the FASB issued an ASU that applies when there is a contract novation to a new counterparty for a derivative designated as an accounting hedge. The ASU clarifies that such a change in counterparty does not, in and of itself, require de-designation of the hedging relationship, provided that all other hedge accounting criteria continue to be met. The ASU is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. This ASU is not expected to have a significant impact on our condensed consolidated financial statements.

In February 2016, the FASB issued an ASU on lease accounting. The ASU revises existing U.S. GAAP and outlines a new model for lessors and lessees to use in accounting for lease contracts. The guidance requires lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases, with the exception of short-term leases. In the condensed consolidated statement of earnings, lessees will classify leases as either operating (resulting in straight-line expense) or financing (resulting in a front-loaded expense pattern). The ASU is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. We are currently assessing the impact across our operations and on our condensed consolidated financial statements.

In January 2016, the FASB issued an ASU that provides updated guidance for the recognition, measurement, presentation and disclosure of financial assets and liabilities. The standard requires that equity investments (other than those accounted for under equity method of accounting or those that result in consolidation of the investee) be measured at fair value, with changes in fair value recognized in net income. The standard also impacts financial liabilities under the fair value option and the presentation and disclosure requirements for financial instruments. The ASU is effective for fiscal years beginning after December 15, 2017. We are currently assessing the impact across our operations and on our condensed consolidated financial statements.

In May 2014, the FASB issued an ASU on revenue recognition from contracts with customers. The new ASU outlines a new, single comprehensive model for companies to use in accounting for revenue. The core principle is that an entity should recognize revenue to depict the transfer of control over promised goods or services to a customer in an amount that reflects the consideration the entity expects to be entitled to receive in exchange for the goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows from customer contracts, including significant judgments made in recognizing revenue. In the first six months of 2016, the FASB issued several ASUs that clarified principal versus agent (gross versus net) revenue presentation considerations, confirmed certain prepaid stored-value products should be accounted for under the new revenue recognition ASU and not under other U.S. GAAP and clarified the guidance for identifying performance obligations within a contract and the accounting for licenses. In May 2016, the FASB also issued an ASU providing narrow scope exceptions and practical expedients to clarify and improve the implementation of the new revenue recognition guidance. Early adoption is permitted as of the original effective date which was for annual reporting periods beginning after December 15, 2016. The ASU may be applied retrospectively to historical periods presented or as a cumulative-effect adjustment as of the date of adoption. We continue to make progress on our due diligence across our operations and our efforts to assess the impact of the ASU and on our condensed consolidated financial statements. We anticipate adopting the new standard on a full retrospective basis on January 1, 2018.

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Note 2. Divestitures and Acquisitions

JDE Coffee Business Transactions:

On July 2, 2015, we completed transactions to combine our wholly owned coffee businesses with those of D.E Master Blenders 1753 B.V. (DEMB) to create a new company, Jacobs Douwe Egberts (JDE). Following the exchange of a portion of our investment in JDE for an interest in Keurig Green Mountain Inc. (Keurig) in March 2016, we held a 26.5% equity interest in JDE. The remaining 73.5% equity interest in JDE was held by a subsidiary of Acorn Holdings B.V. (AHBV, owner of DEMB prior to July 2, 2015). Please see discussion of the acquisition of an interest in Keurig below under *Keurig Transaction*. As of June 30, 2016, we hold a 26.4% equity interest in JDE following the transactions discussed under *JDE Stock-Based Compensation Arrangements* below.

The consideration we received in the JDE coffee business transactions completed on July 2, 2015 consisted of 3.8 billion of cash ($4.2 billion as of July 2, 2015), a 43.5% equity interest in JDE (prior to the decrease in ownership due to the Keurig transaction and the compensation arrangements discussed below*)* and $794 million in receivables (related to sales price adjustments and tax formation cost payments). During the third quarter of 2015, we also recorded $283 million of cash and receivables from JDE related to reimbursement of costs that we incurred in separating our coffee businesses. The cash and equity consideration we received at closing reflects that we retained our interest in a Korea-based joint venture, Dongsuh Foods Corporation (DSF). During the second quarter of 2015, we also completed the sale of our interest in a Japanese coffee joint venture, Ajinomoto General Foods, Inc. (AGF). In lieu of contributing our interest in the AGF joint venture to JDE, we contributed the net cash proceeds from this sale as part of the overall JDE coffee business transactions. Please see discussion of the divestiture of AGF below under *Other Divestitures and Acquisitions*.

On July 5, 2016, we received an expected cash payment of $275 million from JDE to settle the receivable related to tax formation costs that were part of the initial sales price.

In connection with the contribution of our global coffee businesses to JDE on July 2, 2015, we recorded a final pre-tax gain of $6.8 billion (or $6.6 billion after taxes) in 2015 after final adjustments as described below. We also recorded approximately $1.0 billion of pre-tax net gains related to hedging the expected cash proceeds from the transactions as described further below. During the fourth quarter of 2015, we and JDE concluded negotiations of a sales price adjustment and completed the valuation of our investment in JDE. Primarily due to the negotiated resolution of the sales price adjustment in the fourth quarter of 2015, we recorded a $313 million reduction in the pre-tax gain on the coffee transaction, reducing the $7.1 billion estimated gain in the third quarter of 2015 to the $6.8 billion final gain for 2015. As part of our sales price negotiations, we retained the right to collect future cash payments if certain estimated pension liabilities are realized over an agreed amount in the future. As such, we may recognize additional income related to this negotiated term in the future.

The final value of our investment in JDE on July 2, 2015 was 4.1 billion ($4.5 billion as of July 2, 2015). The fair value of the JDE investment was determined using both income-based and market-based valuation techniques. The discounted cash flow analysis reflected growth, discount and tax rates and other assumptions reflecting the underlying combined businesses and countries in which the combined coffee businesses operate. The fair value of the JDE investment also included the fair values of the *Carte Noire* and *Merrild* businesses, which JDE agreed to divest to comply with the conditioned approval by the European Commission related to the JDE coffee business transactions. As of the end of the first quarter of 2016, these businesses were sold by JDE. As the July 2, 2015 fair values for these businesses were recorded by JDE at their pending sales values, we did not record any gain or loss on the sales of these businesses in our share of JDE s earnings.

In connection with the expected receipt of cash in euros at the time of closing, we entered into a number of consecutive currency exchange forward contracts in 2014 and 2015 to lock in an equivalent expected value in U.S. dollars as of the date the JDE coffee business transactions were first announced in May 2014. Cumulatively, we realized aggregate net gains and received cash of approximately $1.0 billion on these hedging contracts that increased the cash we received in connection with the JDE coffee business transactions from $4.2 billion in cash consideration received to $5.2 billion. In connection with these currency contracts, we recognized net losses of $144 million in the three months and net gains of $407 million in the six months ended June 30, 2015 within interest and other expense, net.

We also incurred incremental expenses related to readying our global coffee businesses for the transactions that totaled $157 million in the three months and $185 million in the six months ended June 30, 2015. These expenses were recorded within selling, general and administrative expenses of primarily our Europe segment, as well as within our Eastern Europe, Middle East and Africa (EEMEA) segment and general corporate expenses.

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JDE Capital Increase:

On December 18, 2015, AHBV and we agreed to provide JDE additional capital to pay down some of its debt with lenders. Our pro rata share of the capital increase was 499 million ($544 million as of December 18, 2015) and was made in return for a pro rata number of additional shares in JDE such that our ownership in JDE did not change following the capital increase. To fund our share of the capital increase, we contributed 460 million ($501 million) of JDE receivables and made a 39 million ($43 million) cash payment.

JDE Stock-Based Compensation Arrangements:

At the close of June 30, 2016, we entered into agreements with AHBV and its affiliates to establish a new stock-based compensation arrangement tied to the issuance of JDE equity compensation awards to JDE employees. This arrangement replaced a temporary equity compensation program tied to the issuance of AHBV equity compensation to JDE employees. New Class C, D and E JDE shares were authorized and issued for investments made by JDE employees. Under these arrangements, dilution of the JDE shares is limited to 2%. Upon execution of the agreements and the creation of the Class C, D and E JDE shares, our ownership of Class B shares in JDE changed from 26.5% to 26.4% and AHBV s Class A ownership changed from 73.5% to 73.22%, while the Class C, D and E shares, held by AHBV and its affiliates until the JDE employee awards vest, comprised 0.38% of JDE s shares. Additional Class C shares are available to be issued when planned long-term incentive plan (JDE LTIP) awards vest, generally over the next five years. When the JDE Class C shares are issued in connection with the vested JDE LTIP awards, the Class A and B ownership interests will decrease. Based on estimated achievement and forfeiture assumptions, we do not expect our JDE ownership interest to decrease below 26.27%.

JDE Tax Matter Resolution:

On July 19, 2016, the Supreme Court of Spain reached a final resolution on a challenged JDE tax position held by a predecessor DEMB company that resulted in an unfavorable 117 million ($129 million as of July 19, 2016) tax expense. As a result, our earnings in the third quarter of 2016 could be negatively affected by up to a maximum amount of 31 million ($34 million as of July 19, 2016).

Keurig Transaction:

On March 3, 2016, a subsidiary of AHBV completed the $13.9 billion acquisition of all of the outstanding common stock of Keurig through a merger transaction. On March 7, 2016, we exchanged with a subsidiary of AHBV a portion of our equity interest in JDE with a carrying value of 1.7 billion (approximately $2.0 billion as of March 7, 2016) for an interest in Keurig with a fair value of $2.0 billion based on the merger consideration per share for Keurig. We recorded the difference between the fair value of Keurig and our basis in JDE shares as a $43 million gain on equity method investment exchange in March 2016. Following the exchange, our ownership interest in JDE was 26.5% and our interest in Keurig is 24.2%. Both AHBV and we hold our investments in Keurig through a combination of equity and interests in a shareholder loan, with pro-rata ownership of each. Our initial $2.0 billion investment in Keurig includes a $1.6 billion Keurig equity interest and a $0.4 billion shareholder loan receivable, which are reported on a combined basis within equity method investments on our condensed consolidated balance sheet as of June 30, 2016. The shareholder loan has a 5.5% interest rate and is payable at the end of a seven-year term on February 27, 2023. We recorded equity earnings of $21 million for the three months and $29 million for the four months ended June 30, 2016 and interest income from the shareholder loan of $6 million for the three months and $8 million for the four months ended June 30, 2016 within equity method earnings. Additionally in the three months ended June 30, 2016, we received $2 million of dividends on our investment in Keurig. We continue to account for our investments in JDE and Keurig under the equity method and recognize our share of their earnings within equity method investment earnings and our share of their dividends within our cash flows.

We have reflected the results of our historical coffee businesses and equity earnings from JDE, Keurig and DSF in our results from continuing operations as the coffee category continues to be a significant part of our net earnings and business strategy going forward. The equity method investment earnings and interest income contributed by our coffee investments included $45 million from JDE, $27 million from Keurig and $21 million from DSF for the three months and $92 million from JDE, $37 million from Keurig (since March 7, 2016) and $45 million from DSF for the six months ended June 30, 2016. For the three months ended June 30, 2015, after-tax earnings were $183 million for the coffee businesses we contributed to JDE on July 2, 2015 and $20 million for DSF. For the six months ended June 30, 2015, after-tax earnings were $296 million for the coffee businesses we contributed to JDE on July 2, 2015 and $40 million for DSF.

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Other Divestitures and Acquisitions:

On May 2, 2016, we completed the sale of certain local biscuit brands in Finland as part of our strategic decisions to exit select small and local brands and shift investment towards our Power Brands. The transaction is structured as an asset sale with a total sales price of 14 million ($16 million as of May 2, 2016) for the brands and related finished goods and fixed assets. We received cash proceeds of 12 million ($14 million as of May 2, 2016) upon closing and will receive the remaining consideration in the third quarter of 2016 upon the completion of post-closing conditions. Upon closing, we divested $8 million of indefinite lived intangible assets and less than $1 million of other assets. After transaction costs, we recorded a pre-tax gain of $6 million ($5 million after-tax) in the three months ended June 30, 2016 within selling, general and administrative expenses of our Europe segment.

On March 31, 2016, we received a binding offer totaling 176 million ($195 million as of June 30, 2016) for the sale of several manufacturing facilities in France and sale or license of several local confectionery brands. Taking into account agreed upon sales price adjustments related to cash, employee-related liabilities and working capital to be transferred at closing, we currently estimate a sales price of 218 million ($242 million as of June 30, 2016) based on net book values as of June 30, 2016. The final sales price is subject to change as working capital and other account balances may change at the time of closing. The sale transactions are expected to be completed and remaining pre-closing conditions satisfied in the second quarter of 2017. The transactions are subject to E.U. and local regulatory approvals, completion of employee consultation requirements and additional steps to prepare the assets for transfer. Prior to closing, together with the buyer, we will undertake consultations with all Works Councils and employee representatives required in connection with the transactions. During the second quarter, we made progress on the pre-closing sale conditions and met the qualifications for and began held for sale accounting. As of June 30, 2016, the assets and liabilities to be transferred consisted of $122 million of current assets, $183 million of non-current assets, $33 million of current liabilities and $30 million of non-current liabilities based on the June 30, 2016 euro-to-U.S. dollar exchange rate. On March 31, 2016, we recorded a $14 million impairment charge for a gum & candy trademark as a portion of its carrying value would not be recoverable based on future cash flows expected under a planned license agreement with the buyer. In May 2016, we recorded an additional $5 million impairment charge for another candy trademark to reduce the overall net assets to the estimated net sales proceeds after transaction costs. Additionally, in the six months ended June 30, 2016, we incurred and accrued $84 million of incremental expenses to ready the business for the sale transactions expected to close in 2017. We recorded these costs within cost of sales and selling, general and administrative expenses of our Europe segment.

On July 15, 2015, we acquired an 80% interest in a biscuit operation in Vietnam, which is now a subsidiary within our Asia Pacific segment. Total cash paid to date for the biscuit operation, intellectual property, non-compete and consulting agreements less purchase price adjustments received was 11,645 billion Vietnamese dong ($534 million using applicable exchange rates on July 15 and November 27, 2015). We have made, received and expect to make the following cash payments in connection with the acquisition:

- On November 10, 2014, we deposited $46 million in escrow upon signing the purchase agreement.
- On July 15, 2015, we made a 9,122 billion Vietnamese dong ($418 million as of July 15, 2015) payment for the biscuit operation, a $44 million additional escrow deposit and a 759 billion Vietnamese dong ($35 million as of July 15, 2015) partial payment for the non-compete and continued consulting agreements.
- On November 27, 2015, we received 197 billion Vietnamese dong ($9 million as of November 27, 2015) as a purchase price adjustment related to working capital adjustments at closing.
- Subject to the satisfaction of final conditions, we expect to release the balance of the escrowed funds less the agreed holdback for any outstanding claims in consideration for the remaining 20% interest in the biscuit operation and to make a final payment for the non-compete and consulting agreements by the end of the third quarter of 2016.

We are in the process of completing the valuation work for the acquired net assets. As of June 30, 2016, we have recorded a preliminary allocation of the consideration paid including $10 million to inventory, $49 million to property, plant and equipment, $86 million of intangible assets, $385 million of goodwill and $31 million to other net liabilities. The allocation of the fair values had an immaterial impact on operating results in periods following the initial July 15, 2015 closing date. We recorded the non-compete and consulting agreements as prepaid contracts within other current and non-current assets and they are amortized into net earnings over the contract terms. For the three months ended June 30, 2016, the acquisition added $33 million in incremental net revenues and less than $1 million in incremental operating income. For the six months ended June 30, 2016, the acquisition added $70 million in incremental net revenues and $3 million in incremental operating income. Integration costs were not material to our condensed consolidated financial statements for the three and six months ended June 30, 2016.

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On April 23, 2015, we completed the divestiture of our 50% equity interest in AGF, our Japanese coffee joint venture, to our joint venture partner, which generated cash proceeds of 27 billion Japanese yen ($225 million as of April 23, 2015) and a pre-tax gain of $13 million (after-tax loss of $9 million) in the second quarter of 2015. Upon closing, we divested our $99 million investment in the joint venture, $65 million of goodwill and $41 million of accumulated other comprehensive losses. We also incurred approximately $7 million of transaction costs. The operating results of the divestiture were not material to our condensed consolidated financial statements for the three and six months ended June 30, 2015.

On February 16, 2015, we acquired a U.S. snack food company, Enjoy Life Foods, within our North America segment. We paid cash and settled debt totaling $81 million in connection with the acquisition. Upon finalizing the valuation of the acquired net assets during the second quarter of 2015, we recorded an $81 million purchase price allocation of $58 million in identifiable intangible assets, $20 million of goodwill and $3 million of other net assets. The acquisition-related costs and operating results of the acquisition were not material to our condensed consolidated financial statements for the three and six months ended June 30, 2016 and 2015.

Sales of Property:

In the three months ended June 30, 2016, we sold property within our North America segment and from our centrally held corporate assets. The North America sale generated cash proceeds of $40 million and a pre-tax gain of $33 million. The corporate aircraft sale generated cash proceeds of $20 million and a pre-tax gain of $6 million. The gains were recorded within selling, general and administrative expenses and cash proceeds were recorded in cash flows from other investing activities in the three and six months ended June 30, 2016.

Note 3. Inventories

Inventories consisted of the following:

	As of June 30, 2016	As of December 31, 2015
	(in millions)	
Raw materials	$ 833	$ 782
Finished product	1,983	1,930
	2,816	2,712
Inventory reserves	(103)	(103)
Inventories, net	$ 2,713	$ 2,609

Note 4. Property, Plant and Equipment

Property, plant and equipment consisted of the following:

	As of June 30, 2016	As of December 31, 2015
	(in millions)	
Land and land improvements	$ 504	$ 495
Buildings and building improvements	2,880	2,753
Machinery and equipment	10,367	10,044
Construction in progress	1,200	1,262
	14,951	14,554
Accumulated depreciation	(6,526)	(6,192)
Property, plant and equipment, net	$ 8,425	$ 8,362

Capital expenditures of $604 million for the six months ended June 30, 2016 exclude $222 million of accrued capital expenditures remaining unpaid at June 30, 2016 and include payment for $322 million of capital expenditures that were accrued and unpaid at December 31, 2015.

In connection with our restructuring programs, we recorded non-cash asset write-downs (including accelerated depreciation and asset impairments) of $61 million in the three months and $113 million in the six months ended June 30, 2016 and $57 million in the three months and $135 million in the six months ended June 30, 2015 (see Note 6, *2014-2018 Restructuring Program*). These charges were recorded in the condensed consolidated statements of earnings within asset impairment and exit costs as follows:

	For the Three Months Ended June 30, 2016	For the Three Months Ended June 30, 2015	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
	(in millions)			
Latin America	$ 8	$ 21	$ 13	$ 34
Asia Pacific	10	9	18	28
EEMEA	3	2	6	2
Europe	16	12	35	37
North America	22	13	39	34
Corporate	2		2	
Total non-cash asset write-downs	$ 61	$ 57	$ 113	$ 135

Note 5. Goodwill and Intangible Assets

Goodwill by reportable segment was:

	As of June 30, 2016	As of December 31, 2015
	(in millions)	
Latin America	$ 942	$ 858
Asia Pacific	2,467	2,520
EEMEA	1,329	1,304
Europe	7,091	7,117
North America	8,912	8,865
Goodwill	$ 20,741	$ 20,664

Intangible assets consisted of the following:

	As of June 30, 2016	As of December 31, 2015

		(in millions)		
Non-amortizable intangible assets	$	17,618	$	17,527
Amortizable intangible assets		2,338		2,320
		19,956		19,847
Accumulated amortization		(1,175)		(1,079)
Intangible assets, net	$	18,781	$	18,768

Non-amortizable intangible assets consist principally of brand names purchased through our acquisitions of Nabisco Holdings Corp., the Spanish and Portuguese operations of United Biscuits, the global *LU* biscuit business of Groupe Danone S.A. and Cadbury Limited. Amortizable intangible assets consist primarily of trademarks, customer-related intangibles, process technology, licenses and non-compete agreements. At June 30, 2016, the weighted-average life of our amortizable intangible assets was 13.6 years.

Amortization expense for intangible assets was $44 million in the three months and $88 million in the six months ended June 30, 2016 and $46 million in the three months and $92 million in the six months ended June 30, 2015. We currently estimate annual amortization expense for each of the next five years to be approximately $185 million, estimated using June 30, 2016 exchange rates.

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Changes in goodwill and intangible assets consisted of:

	Goodwill	Intangible Assets, at cost
	(in millions)	
Balance at January 1, 2016	$ 20,664	$ 19,847
Changes due to:		
Currency	150	57
Acquisition	(73)	86
Asset impairments		(26)
Asset sale		(8)
Balance at June 30, 2016	$ 20,741	$ 19,956

Changes to goodwill and intangibles were:

- Asset impairments During the six months ended June 30, 2016, we recorded $19 million of impairment charges related to two gum & candy trademarks in our Europe segment, both related to the planned sale of a confectionery business in France. See Note 2, *Divestitures and Acquisitions Other Divestitures and Acquisitions*, for additional information. On June 30, 2016, in connection with our global supply chain reinvention initiatives, we made a determination to discontinue manufacturing a candy product that resulted in a $7 million impairment charge in our North America segment.
- Acquisition During the first six months of 2016, in connection with the July 15, 2015 acquisition of an 80% interest in a biscuit operation in Vietnam, we recorded a preliminary allocation of the consideration paid including $25 million of amortizable intangible assets and $61 million of non-amortizable intangible assets. Intangible assets acquired included trademarks and customer-related intangibles with definite and indefinite lives. A preliminary goodwill balance recorded as of July 15, 2015, was adjusted during the first half of 2016 to reflect intangible asset and other asset fair valuations. See Note 2, *Divestitures and Acquisitions Other Divestitures and Acquisitions*, for additional information.
- Asset sale During the second quarter of 2016, we sold $8 million of non-amortizable intangible assets in Finland. See Note 2, *Divestitures and Acquisitions Sales of Property*, for additional information.

During our 2015 annual testing of non-amortizable intangible assets, we recorded $71 million of impairment charges in the three months ended December 31, 2015 related to four trademarks in Asia Pacific, Europe and Latin America. We also noted seven brands, including the four impaired trademarks, with $598 million of aggregate book value as of December 31, 2015 that each had a fair value in excess of book value of 10% or less. While these intangible assets passed our annual impairment testing and we believe our current plans for each of these brands will allow them to continue to not be impaired, if expectations are not met or specific valuation factors outside of our control, such as discount rates, change significantly, then a brand or brands could become impaired in the future.

Note 6. 2014-2018 Restructuring Program

On May 6, 2014, our Board of Directors approved a $3.5 billion restructuring program, comprised of approximately $2.5 billion in cash costs and $1 billion in non-cash costs (the 2014-2018 Restructuring Program), and up to $2.2 billion of capital expenditures. The primary objective of the 2014-2018 Restructuring Program is to reduce our operating cost structure in both our supply chain and overhead costs. The program is intended primarily to cover severance as well as asset disposals and other manufacturing-related one-time costs. Since inception, we have incurred total restructuring and related implementation charges of $1.8 billion related to the 2014-2018 Restructuring Program. We expect to incur the majority of the program s remaining charges in 2016 and to complete the program by year-end 2018.

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Restructuring Costs:

We recorded restructuring charges of $154 million in the three months and $293 million in the six months ended June 30, 2016 and $135 million in the three months and $297 million in the six months ended June 30, 2015 within asset impairment and exit costs. The activity for the 2014-2018 Restructuring Program liability for the six months ended June 30, 2016 was:

	Severance and related costs	Asset Write-downs (in millions)	Total
Liability balance, January 1, 2016	$ 395	$	$ 395
Charges	179	114	293
Cash spent	(160)		(160)
Non-cash settlements / adjustments	(10)	(114)	(124)
Currency	7		7
Liability balance, June 30, 2016	$ 411	$	$ 411

We spent $86 million in the three months and $160 million in the six months ended June 30, 2016 and $66 million in the three months and $105 million in the six months ended June 30, 2015 in cash severance and related costs. We also recognized non-cash pension settlement losses (See Note 9, *Benefit Plans*), non-cash asset write-downs (including accelerated depreciation and asset impairments) and other non-cash adjustments of $72 million in the three months and $124 million in the six months ended June 30, 2016 and $62 million in the three months and $140 million in the six months ended June 30, 2015. At June 30, 2016, $335 million of our net restructuring liability was recorded within other current liabilities and $76 million was recorded within other long-term liabilities.

Implementation Costs:

Implementation costs are directly attributable to restructuring activities; however, they do not qualify for special accounting treatment as exit or disposal activities. We believe the disclosure of implementation costs provides readers of our financial statements with more information on the total costs of our 2014-2018 Restructuring Program. Implementation costs primarily relate to reorganizing our operations and facilities in connection with our supply chain reinvention program and other identified productivity and cost saving initiatives. The costs include incremental expenses related to the closure of facilities, costs to terminate certain contracts and the simplification of our information systems. Within our continuing results of operations, we recorded implementation costs of $74 million in the three months and $172 million in the six months ended June 30, 2016 and $47 million in the three months and $109 million in the six months ended June 30, 2015. We recorded these costs within cost of sales and general corporate expense within selling, general and administrative expenses.

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Restructuring and Implementation Costs in Operating Income:

During the three and six months ended June 30, 2016 and 2015 and since inception of the 2014-2018 Restructuring Program, we recorded restructuring and implementation costs within operating income as follows:

	Latin America	Asia Pacific	EEMEA	Europe (in millions)	North America [1]	Corporate [2]	Total
For the Three Months Ended June 30, 2016							
Restructuring Costs	$ 32	$ 17	$ 23	$ 39	$ 36	$ 7	$ 154
Implementation Costs	12	6	7		35	14	74
Total	$ 44	$ 23	$ 30	$ 39	$ 71	$ 21	$ 228
For the Six Months Ended June 30, 2016							
Restructuring Costs	$ 44	$ 41	$ 32	$ 102	$ 68	$ 6	$ 293
Implementation Costs	19	11	10	30	72	30	172
Total	$ 63	$ 52	$ 42	$ 132	$ 140	$ 36	$ 465
For the Three Months Ended June 30, 2015							
Restructuring Costs	$ 32	$ 18	$ 11	$ 48	$ 19	$ 7	$ 135
Implementation Costs	14	7	3	6	13	4	47
Total	$ 46	$ 25	$ 14	$ 54	$ 32	$ 11	$ 182
For the Six Months Ended June 30, 2015							
Restructuring Costs	$ 47	$ 45	$ 14	$ 157	$ 28	$ 6	$ 297
Implementation Costs	23	9	6	26	24	21	109
Total	$ 70	$ 54	$ 20	$ 183	$ 52	$ 27	$ 406
Total Project 2014-2016 [3]							
Restructuring Costs	$ 270	$ 189	$ 114	$ 422	$ 238	$ 45	$ 1,278
Implementation Costs	74	40	26	139	147	144	570
Total	$ 344	$ 229	$ 140	$ 561	$ 385	$ 189	$ 1,848

(1) During the six months ended June 30, 2016, our North America region implementation costs included incremental costs that we incurred related to re-negotiating collective bargaining agreements that expired at the end of February 2016 for eight U.S. facilities and related to executing business continuity plans for the North America business. We expect to incur additional costs related to these activities in future quarters of 2016.

(2) Includes adjustment for rounding.

(3) Includes all charges recorded since program inception on May 6, 2014 through June 30, 2016.

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Note 7. Debt and Borrowing Arrangements

Short-Term Borrowings:

Our short-term borrowings and related weighted-average interest rates consisted of:

	As of June 30, 2016		As of December 31, 2015	
	Amount Outstanding (in millions)	Weighted-Average Rate	Amount Outstanding (in millions)	Weighted-Average Rate
Commercial paper	$ 2,405	0.8%	$	0.0%
Bank loans	286	9.0%	236	9.5%
Total short-term borrowings	$ 2,691		$ 236	

As of June 30, 2016, the commercial paper issued and outstanding had between 5 and 104 days remaining to maturity. Bank loans include borrowings on primarily uncommitted credit lines maintained by some of our international subsidiaries to meet short-term working capital needs.

Borrowing Arrangements:

We maintain a revolving credit facility for general corporate purposes, including working capital needs, and to support our commercial paper program. Our $4.5 billion multi-year senior unsecured revolving credit facility expires on October 11, 2018. The revolving credit agreement includes a covenant that we maintain a minimum shareholders equity of at least $24.6 billion, excluding accumulated other comprehensive earnings / (losses) and the cumulative effects of any changes in accounting principles. At June 30, 2016, we complied with this covenant as our shareholders equity, as defined by the covenant, was $37.4 billion. The revolving credit facility agreement also contains customary representations, covenants and events of default. There are no credit rating triggers, provisions or other financial covenants that could require us to post collateral as security. As of June 30, 2016, no amounts were drawn on the facility.

Some of our international subsidiaries maintain primarily uncommitted credit lines to meet short-term working capital needs. Collectively, these credit lines amounted to $1.9 billion at June 30, 2016 and December 31, 2015. Borrowings on these lines amounted to $286 million at June 30, 2016 and $236 million at December 31, 2015.

Long-Term Debt:

On February 9, 2016, $1,750 million of our 4.125% U.S. dollar notes matured. The notes and accrued interest to date were paid with net proceeds from the *fr*.400 million Swiss franc-denominated notes issued on January 26, 2016 and the 700 million euro-denominated notes issued on January 21, 2016, as well as cash on hand and the issuance of commercial paper. As we refinanced $1,150 million of the matured notes with net proceeds from the long-term debt issued in January 2016, we reflected this amount within long-term debt as of December 31, 2015.

On January 26, 2016, we issued *fr*.400 million of Swiss franc-denominated notes, or $399 million in U.S. dollars locked in with a forward currency contract on January 12, 2016, consisting of:

- *fr*.250 million (or $249 million) of 0.080% fixed rate notes that mature on January 26, 2018
- *fr*.150 million (or $150 million) of 0.650% fixed rate notes that mature on July 26, 2022

We received proceeds, net of premiums and deferred financing costs, of $398 million that were used to partially fund the February 2016 note maturity and for other general corporate purposes. We recorded approximately $1 million of premiums and deferred financing costs, which will be amortized into interest expense over the life of the notes.

On January 21, 2016, we issued 700 million of euro-denominated 1.625% notes, or $760 million in U.S. dollars locked in with a forward currency contract on January 13, 2016. The euro-denominated notes will mature on January 20, 2023. We received proceeds, net of discounts and deferred financing costs, of $752 million that were used to partially fund the February 2016 note maturity and for other general corporate purposes. We recorded approximately $8 million of discounts and deferred financing costs, which will be amortized into interest expense over the life of the notes.

Our weighted-average interest rate on our total debt was 3.0% as of June 30, 2016, following the refinancing of the February 9, 2016 debt maturity. Our weighted-average interest rate on our total debt was 3.7% as of December 31, 2015, down from 4.3% as of December 31, 2014.

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Fair Value of Our Debt:

The fair value of our short-term borrowings at June 30, 2016 and December 31, 2015 reflects current market interest rates and approximates the amounts we have recorded on our condensed consolidated balance sheet. The fair value of our long-term debt was determined using quoted prices in active markets (Level 1 valuation data) for the publicly traded debt obligations. At June 30, 2016, the aggregate fair value of our total debt was $18,494 million and its carrying value was $17,280 million. At December 31, 2015, the aggregate fair value of our total debt was $15,908 million and its carrying value was $15,398 million.

Interest and Other Expense, net:

Interest and other expense, net within our results of continuing operations consisted of:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**
		(in millions)		
Interest expense, debt	$ 135	$ 147	$ 271	$ 322
Loss on debt extinguishment and related expenses				713
JDE coffee business transactions currency-related net loss / (gain)		144		(407)
Loss related to interest rate swaps			97	34
Other expense, net	16	23	27	38
Interest and other expense, net	$ 151	$ 314	$ 395	$ 700

See Note 2, *Divestitures and Acquisitions,* and Note 8, *Financial Instruments,* for information on the currency exchange forward contracts associated with the JDE coffee business transactions. Also see Note 8, *Financial Instruments*, for information on the loss related to U.S. dollar interest rate swaps no longer designated as accounting cash flow hedges during the first quarters of 2016 and 2015.

Note 8. Financial Instruments

Fair Value of Derivative Instruments:

Derivative instruments were recorded at fair value in the condensed consolidated balance sheets as follows:

	As of June 30, 2016		As of December 31, 2015	
	Asset Derivatives	**Liability Derivatives**	**Asset Derivatives**	**Liability Derivatives**

	(in millions)			
Derivatives designated as accounting hedges:				
Currency exchange contracts	$ 8	$ 7	$ 20	$ 7
Commodity contracts	26	5	37	35
Interest rate contracts	20	8	12	57
	$ 54	$ 20	$ 69	$ 99
Derivatives not designated as accounting hedges:				
Currency exchange contracts	$ 32	$ 89	$ 61	$ 33
Commodity contracts	75	45	70	56
Interest rate contracts	37	26	43	28
	$ 144	$ 160	$ 174	$ 117
Total fair value	$ 198	$ 180	$ 243	$ 216

During the first six months of 2016 and 2015, derivatives designated as accounting hedges include cash flow and fair value hedges and derivatives not designated as accounting hedges include economic hedges. Non-U.S. dollar denominated debt designated as a hedge of our net investments in non-U.S. operations is not reflected in the table above, but is included in long-term debt summarized in Note 7, *Debt and Borrowing Arrangements*. We record derivative assets and liabilities on a gross basis in our condensed consolidated balance sheet. The fair value of our asset derivatives is recorded within other current assets and the fair value of our liability derivatives is recorded within other current liabilities.

The fair values (asset / (liability)) of our derivative instruments were determined using:

	As of June 30, 2016			
	Total Fair Value of Net Asset / (Liability)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in millions)			
Currency exchange contracts	$ (56)	$	$ (56)	$
Commodity contracts	51	29	22	
Interest rate contracts	23		23	
Total derivatives	$ 18	$ 29	$ (11)	$

	As of December 31, 2015			
	Total Fair Value of Net Asset / (Liability)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in millions)			
Currency exchange contracts	$ 41	$	$ 41	$
Commodity contracts	16	29	(13)	
Interest rate contracts	(30)		(30)	
Total derivatives	$ 27	$ 29	$ (2)	$

Level 1 financial assets and liabilities consist of exchange-traded commodity futures and listed options. The fair value of these instruments is determined based on quoted market prices on commodity exchanges. Our exchange-traded derivatives are generally subject to master netting arrangements that permit net settlement of transactions with the same counterparty when certain criteria are met, such as in the event of default. We also are required to maintain cash margin accounts in connection with funding the settlement of our open positions, and the margin requirements generally fluctuate daily based on market conditions. We have recorded margin excess related to our exchange-traded derivatives of $14 million as of June 30, 2016 and margin deposits of $22 million as of December 31, 2015 within other current assets. Based on our net asset or liability positions with individual counterparties, in the event of default and immediate net settlement of all of our open positions, for derivatives we have in a net asset position, our counterparties would owe us a total of $15 million as of June 30, 2016 and $52 million as of December 31, 2015. For derivatives we have in a net liability position, we would owe less than $1 million as of June 30, 2016. As of

December 31, 2015, there were no Level 1 derivatives in a net liability position.

Level 2 financial assets and liabilities consist primarily of over-the-counter (OTC) currency exchange forwards, options and swaps; commodity forwards and options; and interest rate swaps. Our currency exchange contracts are valued using an income approach based on observable market forward rates less the contract rate multiplied by the notional amount. Commodity derivatives are valued using an income approach based on the observable market commodity index prices less the contract rate multiplied by the notional amount or based on pricing models that rely on market observable inputs such as commodity prices. Our calculation of the fair value of interest rate swaps is derived from a discounted cash flow analysis based on the terms of the contract and the observable market interest rate curve. Our calculation of the fair value of financial instruments takes into consideration the risk of nonperformance, including counterparty credit risk. Our OTC derivative transactions are governed by International Swap Dealers Association agreements and other standard industry contracts. Under these agreements, we do not post nor require collateral from our counterparties. The majority of our commodity and currency exchange OTC derivatives do not have a legal right of set-off. In connection with our OTC derivatives that could be net-settled in the event of default, assuming all parties were to fail to comply with the terms of the agreements, for derivatives we have in a net liability position, we would owe $34 million as of June 30, 2016 and $101 million as of December 31, 2015, and for derivatives we have in a net asset position, our counterparties would owe us a total of $85 million as of June 30, 2016 and $64 million as of December 31, 2015. We manage the credit risk in connection with these and all our derivatives by entering into transactions with counterparties with investment grade credit ratings, limiting the amount of exposure with each counterparty and monitoring the financial condition of our counterparties.

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Derivative Volume:

The net notional values of our derivative instruments were:

	Notional Amount	
	As of June 30, 2016	As of December 31, 2015
	(in millions)	
Currency exchange contracts:		
Intercompany loans and forecasted interest payments	$ 4,155	$ 4,148
Forecasted transactions	1,491	1,094
Commodity contracts	747	732
Interest rate contracts	2,066	3,033
Net investment hedge euro notes	5,220	4,345
Net investment hedge pound sterling notes	1,268	1,404
Net investment hedge Swiss franc notes	1,511	1,073

Cash Flow Hedges:

Cash flow hedge activity, net of taxes, within accumulated other comprehensive earnings / (losses) included:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
	(in millions)			
Accumulated gain / (loss) at beginning of period	$ (53)	$ (46)	$ (45)	$ (2)
Transfer of realized losses / (gains) in fair value to earnings	8	(36)	66	(54)
Unrealized gain / (loss) in fair value	9	29	(57)	3
Accumulated gain / (loss) at end of period	$ (36)	$ (53)	$ (36)	$ (53)

After-tax gains / (losses) reclassified from accumulated other comprehensive earnings / (losses) into net earnings were:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015

				(in millions)				
Currency exchange contracts forecasted transactions	$	(2)	$	38	$	3	$	84
Commodity contracts		(6)		(2)		(9)		(4)
Interest rate contracts						(60)		(26)
Total	$	(8)	$	36	$	(66)	$	54

After-tax gains / (losses) recognized in other comprehensive earnings / (losses) were:

	For the Three Months Ended June 30,				For the Six Months Ended June 30,			
	2016		2015		2016		2015	
			(in millions)					
Currency exchange contracts forecasted transactions	$	2	$	(24)	$	(10)	$	25
Commodity contracts		14		15		9		(23)
Interest rate contracts		(7)		38		(56)		1
Total	$	9	$	29	$	(57)	$	3

Cash flow hedge ineffectiveness was not material for all periods presented.

Within interest and other expense, net, we recorded pre-tax losses of $97 million in the first quarter of 2016 and $34 million in the first quarter of 2015 related to amounts excluded from effectiveness testing. These amounts relate to interest rate swaps no longer designated as cash flow hedges due to changes in financing plans. Due to lower overall costs and our decision to hedge a greater portion of our net investments in operations that use currencies other than the U.S. dollar as their functional currencies, our plans to issue U.S. dollar-denominated debt changed and we instead issued euro and Swiss franc-denominated notes in the

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current year first quarter, and euro, British pound sterling and Swiss franc-denominated notes in the prior-year first quarter. Amounts excluded from effectiveness testing were not material for the second quarter of 2016 and 2015.

We record pre-tax and after-tax (i) gains or losses reclassified from accumulated other comprehensive earnings / (losses) into earnings, (ii) gains or losses on ineffectiveness and (iii) gains or losses on amounts excluded from effectiveness testing in:

- cost of sales for commodity contracts;
- cost of sales for currency exchange contracts related to forecasted transactions; and
- interest and other expense, net for interest rate contracts and currency exchange contracts related to intercompany loans.

Based on current market conditions, we would expect to transfer unrealized gains of $16 million (net of taxes) for commodity cash flow hedges, unrealized losses of $4 million (net of taxes) for currency cash flow hedges and unrealized losses of less than $1 million (net of taxes) for interest rate cash flow hedges to earnings during the next 12 months.

Hedge Coverage:

As of June 30, 2016, we hedged transactions forecasted to impact cash flows over the following periods:

- commodity transactions for periods not exceeding the next 18 months;
- interest rate transactions for periods not exceeding the next 7 years and 3 months; and
- currency exchange transactions for periods not exceeding the next 18 months.

Fair Value Hedges:

Pre-tax gains / (losses) due to changes in fair value of our interest rate swaps and related hedged long-term debt were recorded in interest and other expense, net:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
	(in millions)			
Derivatives	$ 4	$	$ 9	$ 4
Borrowings	(4)		(9)	(4)

Fair value hedge ineffectiveness and amounts excluded from effectiveness testing were not material for all periods presented.

Economic Hedges:

Pre-tax gains / (losses) recorded in net earnings for economic hedges were:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,		Location of Gain / (Loss) Recognized in Earnings
	2016	2015	2016	2015	
	(in millions)				
Currency exchange contracts:					
Intercompany loans and forecasted interest payments	$ 6	$ 7	$ 11	$ 14	Interest and other expense, net
Forecasted transactions	(46)	(7)	(77)	(10)	Cost of sales
Forecasted transactions		(152)	8	401	Interest and other expense, net
Forecasted transactions	8	(5)	12	(16)	Selling, general and administrative expenses
Interest rate contracts		(1)			Interest and other expense, net
Commodity contracts	31	(18)	(13)	(59)	Cost of sales
Total	$ (1)	$ (176)	$ (59)	$ 330	

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In connection with the JDE coffee business transactions, we entered into a number of consecutive euro to U.S. dollar currency exchange forward contracts in 2015 to lock in an equivalent expected value in U.S. dollars. The mark-to-market gains and losses on the derivatives were recorded in earnings. We recorded net losses of $144 million for the three months and net gains of $407 million for the six months ended June 30, 2015 within interest and other expense, net in connection with the forward contracts and the transferring of proceeds to our subsidiaries where coffee net assets and shares were deconsolidated. The currency hedge and related gains and losses were recorded within interest and other expense, net. See Note 2, *Divestitures and Acquisitions JDE Coffee Business Transactions*, for additional information.

Hedges of Net Investments in International Operations:

After-tax gains / (losses) related to hedges of net investments in international operations in the form of euro, pound sterling and Swiss franc-denominated debt were:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,		Location of Gain / (Loss) Recognized in AOCI
	2016	2015	2016	2015	
	(in millions)				
Euro notes	$ 82	$ (118)	$ (72)	$ 196	Currency
Pound sterling notes	63	(45)	86	(13)	Translation
Swiss franc notes	14	(17)	(29)	(30)	Adjustment

Note 9. Benefit Plans

Pension Plans

Components of Net Periodic Pension Cost:

Net periodic pension cost consisted of the following:

	U.S. Plans		Non-U.S. Plans	
	For the Three Months Ended June 30,		For the Three Months Ended June 30,	
	2016	2015	2016	2015
	(in millions)			

Service cost	$	14	$	15	$	39	$	51
Interest cost		15		17		62		77
Expected return on plan assets		(24)		(24)		(111)		(119)
Amortization:								
Net loss from experience differences		9		10		31		38
Prior service cost / (credit)		1		1		(1)		16
Settlement losses / (gains) and other expenses		12		10		(1)		
Net periodic pension cost	$	27	$	29	$	19	$	63

	U.S. Plans				Non-U.S. Plans			
	For the Six Months Ended June 30,				For the Six Months Ended June 30,			
	2016		2015		2016		2015	
	(in millions)							
Service cost	$	27	$	32	$	77	$	101
Interest cost		31		34		122		154
Expected return on plan assets		(48)		(47)		(221)		(238)
Amortization:								
Net loss from experience differences		18		22		62		77
Prior service cost / (credit)		1		1		(2)		16
Settlement losses / (gains) and other expenses		16		13		(1)		
Net periodic pension cost	$	45	$	55	$	37	$	110

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Net periodic pension cost decreased in the three and six months ended June 30, 2016 due to a combination of factors, including a decreased number of plan participants, changes in discount rates, company contributions to the plans and a change in our approach to measuring service and interest costs. For 2015, we measured service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. For 2016, we have elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans liability cash flows. We believe the new approach provides a more precise measurement of service and interest costs by aligning the timing of the plans liability cash flows to the corresponding spot rates on the yield curve. The impact of this change was a decrease in net periodic pension cost of approximately $16 million for the three months and $32 million for the six months ended June 30, 2016. This change does not affect the measurement of our plan obligations. We have accounted for this change as a change in accounting estimate and, accordingly, have accounted for it on a prospective basis.

Net pension costs of our non-U.S. plans in the three and six months ended June 30, 2016 were also favorably impacted by the reduction in our pension plan obligations due to the JDE coffee business transactions. Prior to the July 2, 2015 closing of the JDE coffee business transactions, certain active employees who transitioned to JDE participated in our non-U.S. pension plans. Following the transactions, benefits began to be provided directly by JDE to participants continuing with JDE. JDE assumed certain pension plan obligations and received the related plan assets. In 2015, we reduced our net benefit plan liabilities by $131 million and the related deferred tax assets by $24 million. Prior to the transactions, for the three and six months ended June 30, 2015, amortization of prior service cost includes $17 million of pension curtailment losses related to employees who subsequently transitioned to JDE. Refer to Note 2, *Divestitures and Acquisitions JDE Coffee Business Transactions*, for more information. For participants that elected not to transfer into the JDE plans, we retained the plan obligations and related plan assets.

Settlement losses also include pension settlement losses for employees who elected lump-sum payments in connection with our 2014-2018 Restructuring Program. These settlement losses were $9 million for the three and six months ended June 30, 2016 and $6 million for the three and six months ended June 30, 2015. See Note 6, *2014-2018 Restructuring Program*, for more information.

Employer Contributions:

During the six months ended June 30, 2016, we contributed $160 million (of which, $150 million was voluntarily contributed) to our U.S. plans and $272 million (of which, $100 million was a non-recurring contribution related to merging our and legacy Cadbury plans in the U.K.) to our non-U.S. plans. As of June 30, 2016, we plan to make further contributions of approximately $10 million to our U.S. plans and approximately $107 million to our non-U.S. plans during the remainder of 2016. However, our actual contributions may differ due to many factors, including changes in tax and other benefit laws or significant differences between expected and actual pension asset performance or interest rates.

Postretirement Benefit Plans

Net periodic postretirement health care costs consisted of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**

				(in millions)				
Service cost	$	3	$	3	$	6	$	7
Interest cost		5		6		10		12
Amortization:								
Net loss from experience differences		1		4		3		7
Prior service credit		(1)		(2)		(3)		(4)
Net periodic postretirement health care costs	$	8	$	11	$	16	$	22

Net periodic postretirement health care costs decreased in the three and six months ended June 30, 2016 due to a combination of factors, including a decreased number of plan participants, changes in discount rates, company contributions to the plans and a change in our approach to measuring service and interest costs. For 2015, we measured service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. For 2016, we elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans liability cash flows. We believe the new approach provides a more precise measurement of service and interest costs by aligning the timing of the plans liability cash flows to the corresponding spot rates on the yield curve. The impact of this change was a decrease in net periodic postretirement health care costs of approximately $1 million for the three months and $2 million for the

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six months ended June 30, 2016. This change does not affect the measurement of our plan obligations. We have accounted for this change as a change in accounting estimate and, accordingly, have accounted for it on a prospective basis.

Postemployment Benefit Plans

Net periodic postemployment costs consisted of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
	(in millions)			
Service cost	$ 1	$ 1	$ 3	$ 3
Interest cost	2	2	3	3
Net periodic postemployment costs	$ 3	$ 3	$ 6	$ 6

Note 10. Stock Plans

Stock Options:

Stock option activity is reflected below:

	Shares Subject to Option	Weighted-Average Exercise or Grant Price Per Share	Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance at January 1, 2016	57,034,108	26.12	6 years	$ 229 million
Annual grant to eligible employees	7,517,290	39.70		
Additional options issued	81,040	42.90		
Total options granted	7,598,330	39.73		
Options exercised	(5,454,431)	24.20		$ 103 million
Options cancelled	(1,254,004)	35.77		
Balance at June 30, 2016	57,924,003	27.87	6 years	$ 261 million

Deferred Stock Units, Performance Share Units and Restricted Stock:

Historically we have made grants of deferred stock units, performance share units and restricted stock. Beginning in 2016, we will only grant deferred stock units and performance share units and no longer grant restricted stock. Our deferred stock unit, performance share unit and restricted stock activity is reflected below:

	Number of Shares	Grant Date	Weighted-Average Fair Value Per Share	Weighted-Average Aggregate Fair Value
Balance at January 1, 2016	9,418,216		$ 28.00	
Annual grant to eligible employees:		Feb. 22, 2016		
Performance share units	1,406,500		39.70	
Deferred stock units	1,040,790		39.70	
Additional shares granted (1)	699,480	Various	23.71	
Total shares granted	3,146,770		36.15	$ 114 million
Vested (2)	(3,764,481)		40.01	$ 151 million
Forfeited (2)	(858,698)		37.53	
Balance at June 30, 2016	7,941,807		24.51	

(1) Includes performance share units and deferred stock units.

(2) Includes performance share units, deferred stock units and historically granted restricted stock.

Share Repurchase Program:

During 2013, our Board of Directors authorized the repurchase of $7.7 billion of our Common Stock through December 31, 2016. On July 29, 2015, our Finance Committee, with authorization delegated from our Board of Directors, approved an increase of $6.0 billion in the share repurchase program, raising the authorization to $13.7 billion of Common Stock repurchases, and extended the program through December 31, 2018. Repurchases under the program are determined by management and are wholly discretionary. During the six months ended June 30, 2016, we repurchased 32.0 million shares of Common Stock at an average cost of $41.07 per share, or an aggregate cost of $1.3 billion, all of which was paid during the period. All share repurchases were funded through available cash and commercial paper issuances. As of June 30, 2016, we have $4.1 billion in remaining share repurchase capacity.

Note 11. Commitments and Contingencies

Legal Proceedings:

We routinely are involved in legal proceedings, claims and governmental inspections or investigations (Legal Matters) arising in the ordinary course of our business.

A compliant and ethical corporate culture, which includes adhering to laws and industry regulations in all jurisdictions in which we do business, is integral to our success. Accordingly, after we acquired Cadbury in February 2010, we began reviewing and adjusting, as needed, Cadbury s operations in light of applicable standards as well as our policies and practices. We initially focused on such high priority areas as food safety, the Foreign Corrupt Practices Act (FCPA) and antitrust. Based upon Cadbury s pre-acquisition policies and compliance programs and our post-acquisition reviews, our preliminary findings indicated that Cadbury s overall state of compliance was sound. Nonetheless, through our reviews, we determined that in certain jurisdictions, including India, there appeared to be facts and circumstances warranting further investigation. We are continuing our investigations in certain jurisdictions, including in India, and we continue to cooperate with governmental authorities.

As we previously disclosed, on February 1, 2011, we received a subpoena from the SEC in connection with an investigation under the FCPA, primarily related to a facility in India that we acquired in the Cadbury acquisition. The subpoena primarily requests information regarding dealings with Indian governmental agencies and officials to obtain approvals related to the operation of that facility. We are continuing to cooperate with the U.S. and Indian governments in their investigations of these matters. On February 11, 2016, we received a Wells notice from the SEC indicating that the staff has made a preliminary determination to recommend that the SEC file an enforcement action against us for violations of the books and records and internal controls provisions of the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with the investigation. On March 18, 2016, we made a submission to the staff of the SEC in response to the notice. We have engaged in discussions with the SEC and with the U.S. Department of Justice to discuss potential resolution of their respective investigations.

In February 2013 and March 2014, Cadbury India Limited (now known as Mondelez India Foods Private Limited), a subsidiary of Mondelēz International, and other parties received show cause notices from the Indian Central Excise Authority (the Excise Authority) calling upon the parties to demonstrate why the Excise Authority should not collect a total of 3.7 billion Indian rupees ($55 million as of June 30, 2016) of unpaid excise tax and an equivalent amount of penalties, as well as interest, related to production at the same Indian facility. We contested these demands for unpaid excise taxes, penalties and interest. On March 27, 2015, after several hearings, the Commissioner of the Excise Authority issued an order denying the excise exemption that we claimed for the Indian facility and confirming the Excise Authority s demands for total taxes and penalties in the amount of 5.8 billion Indian rupees ($87 million as of June 30, 2016). We have appealed this order. In addition, the Excise Authority issued additional show cause notices on February 6, 2015 and December 8, 2015 on the same issue but covering the periods January to October 2014 and November 2014 to September 2015, respectively. These notices added a total of 2.4 billion Indian rupees ($35 million as of June 30, 2016) of unpaid excise taxes as well as penalties to be determined up to an amount equivalent to that claimed by the Excise Authority and interest. We believe that the decision to claim the excise tax benefit is valid and we are continuing to contest the show cause notices through the administrative and judicial process.

In April 2013, the staff of the U.S. Commodity Futures Trading Commission (CFTC) advised us and Kraft Foods Group that it was investigating activities related to the trading of December 2011 wheat futures contracts that occurred prior to the Spin-Off of Kraft Foods Group. We cooperated with the staff in its investigation. On April 1, 2015, the CFTC filed a complaint against Kraft Foods Group and Mondelēz Global LLC (Mondelēz Global) in the U.S. District Court for the Northern District of Illinois, Eastern Division (the CFTC action). The complaint alleges that Kraft Foods Group and Mondelēz Global (1) manipulated or attempted to manipulate the wheat markets during the fall of 2011; (2) violated

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position limit levels for wheat futures and (3) engaged in non-competitive trades by trading both sides of exchange-for-physical Chicago Board of Trade wheat contracts. The CFTC seeks civil monetary penalties of either triple the monetary gain for each violation of the Commodity Exchange Act (the Act) or $1 million for each violation of Section 6(c)(1), 6(c)(3) or 9(a)(2) of the Act and $140,000 for each additional violation of the Act, plus post-judgment interest; an order of permanent injunction prohibiting Kraft Foods Group and Mondelēz Global from violating specified provisions of the Act; disgorgement of profits; and costs and fees. In December 2015, the court denied Mondelēz Global and Kraft Foods Group s motion to dismiss the CFTC s claims of market manipulation and attempted manipulation, and the parties are now in discovery. Additionally, several class action complaints were filed against Kraft Foods Group and Mondelēz Global in the U.S. District Court for the Northern District of Illinois by investors in wheat futures and options on behalf of themselves and others similarly situated. The complaints make similar allegations as those made in the CFTC action and seek class action certification; an unspecified amount for damages, interest and unjust enrichment; costs and fees; and injunctive, declaratory, and other unspecified relief. In June 2015, these suits were consolidated in the Northern District of Illinois. In June 2016, the court denied Mondelēz Global and Kraft Foods Group s motion to dismiss, and the parties are now in discovery. It is not possible to predict the outcome of these matters; however, based on our Separation and Distribution Agreement with Kraft Foods Group dated as of September 27, 2012, we expect to predominantly bear any monetary penalties or other payments in connection with the CFTC action.

While we cannot predict with certainty the results of any Legal Matters in which we are currently involved, we do not expect that the ultimate costs to resolve any of these Legal Matters, individually or in the aggregate, will have a material effect on our financial results.

Third-Party Guarantees:

We enter into third-party guarantees primarily to cover the long-term obligations of our vendors. As part of these transactions, we guarantee that third parties will make contractual payments or achieve performance measures. At June 30, 2016, we had no material third-party guarantees recorded on our condensed consolidated balance sheet.

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Note 12. Reclassifications from Accumulated Other Comprehensive Income

The following table summarizes the changes in the accumulated balances of each component of accumulated other comprehensive earnings / (losses) attributable to Mondelēz International. Amounts reclassified from accumulated other comprehensive earnings / (losses) to net earnings (net of tax) were net losses of $38 million in the three months and $178 million for the six months ended June 30, 2016 and $13 million in the three months and $38 million in the six months ended June 30, 2015.

	For the Three Months Ended June 30, 2016	For the Three Months Ended June 30, 2015	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
	(in millions)			
Currency Translation Adjustments:				
Balance at beginning of period	$ (7,418)	$ (6,930)	$ (8,006)	$ (5,042)
Currency translation adjustments attributable to:				
Translation of international operations (1)	(673)	752	119	(1,600)
Pension and other benefit plans	65	(80)	35	51
Derivatives accounted for as net investment hedges	251	(284)	(23)	241
Noncontrolling interests	(14)	9	(1)	(16)
Tax (expense) / benefit	(92)	104	8	(88)
Other comprehensive earnings / (losses)	(463)	501	138	(1,412)
Less: portion attributable to noncontrolling interests	(14)	9	(1)	(16)
Balance at end of period	(7,867)	(6,438)	(7,867)	(6,438)
Pension and Other Benefit Plans:				
Balance at beginning of period	$ (1,910)	$ (2,232)	$ (1,934)	$ (2,274)
Net actuarial gain / (loss) arising during period	24	(28)	24	(28)
Tax (expense) / benefit on net actuarial gain / (loss)	(9)	5	(9)	5
Losses / (gains) reclassified into net earnings:				
Amortization of experience losses and prior service costs (2)	34	67	63	119
Settlement losses (2)	11	10	15	13
Tax (expense) / benefit on reclassifications (3)	(15)	(23)	(24)	(36)
Other comprehensive earnings / (losses)	45	31	69	73
Balance at end of period	(1,865)	(2,201)	(1,865)	(2,201)
Derivative Cash Flow Hedges:				
Balance at beginning of period	$ (53)	$ (46)	$ (46)	$ (2)

Net derivative gains / (losses)	6	66	(84)	10
Tax (expense) / benefit on net derivative gain / (loss)	3	(32)	27	(3)
Losses / (gains) reclassified into net earnings:				
Currency exchange contracts - forecasted transactions (4)	2	(42)	(4)	(92)
Commodity contracts (4)	10	(2)	15	3
Interest rate contracts (5)			96	41
Tax (expense) / benefit on reclassifications (3)	(4)	3	(40)	(10)
Other comprehensive earnings / (losses)	17	(7)	10	(51)
Balance at end of period	(36)	(53)	(36)	(53)
Accumulated other comprehensive income attributable to Mondelēz International:				
Balance at beginning of period	$ (9,381)	$ (9,208)	$ (9,986)	$ (7,318)
Total other comprehensive earnings / (losses)	(401)	525	217	(1,390)
Less: portion attributable to noncontrolling interests	(14)	9	(1)	(16)
Other comprehensive earnings / (losses) attributable to Mondelēz International	(387)	516	218	(1,374)
Balance at end of period	$ (9,768)	$ (8,692)	$ (9,768)	$ (8,692)

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(1) For the six months ended June 30, 2016, includes $57 million of historical cumulative transaction adjustments reclassified to net earnings within the gain on equity method investment exchange in the first quarter. See Note 2, *Divestitures and Acquisitions Keurig Transaction*.
(2) These reclassified gains or losses are included in the components of net periodic benefit costs disclosed in Note 9, *Benefit Plans*, and equity method investment net earnings.
(3) Taxes related to reclassified gains or losses are recorded within the provision for income taxes.
(4) These reclassified gains or losses are recorded within cost of sales.
(5) These reclassified gains or losses are recorded within interest and other expense, net.

Note 13. Income Taxes

Based on current tax laws, our estimated annual effective tax rate for 2016 is 22.5%, reflecting favorable impacts from the mix of pre-tax income in various non-U.S. tax jurisdictions. Our 2016 second quarter effective tax rate of 24.2% includes net expense from discrete one-time events of $6 million, mainly due to interest accruals on uncertain tax positions. Our effective tax rate for the six months ended June 30, 2016 of 17.3% was favorably impacted by net tax benefit from $49 million of discrete one-time events. The discrete net tax benefit primarily consisted of a $39 million benefit from release of uncertain tax positions due to expirations of statutes of limitations in several jurisdictions.

As of the second quarter of 2015, our estimated annual effective tax rate for 2015 was 19.0%, reflecting favorable impacts from the mix of pre-tax income in various non-U.S. tax jurisdictions. Our 2015 second quarter effective tax rate of 19.0% included net tax expense from $8 million of discrete one-time events. The discrete net tax expense primarily consisted of $22 million related to the sale of our interest in AGF, partially offset by $11 million related to favorable audit settlements and expirations of statutes of limitations in several jurisdictions. Our effective tax rate for the six months ended June 30, 2015 of 22.4% was unfavorably impacted by net tax expense from $33 million of discrete one-time events. The discrete net tax expense primarily consisted of $54 million of tax charges related to the sale of our interest in AGF ($32 million in the first quarter upon the investment s change to held-for-sale status and an additional $22 million upon the closing of the sale in the second quarter), partially offset by $33 million from favorable audit settlements and expirations of statutes of limitations in several jurisdictions.

Note 14. Earnings Per Share

Basic and diluted earnings per share (EPS) from continuing and discontinued operations were calculated using the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
	(in millions, except per share data)			
Net earnings	$ 471	$ 427	$ 1,028	$ 739
Noncontrolling interest earnings	(7)	(21)	(10)	(9)
Net earnings attributable to Mondelēz International	$ 464	$ 406	$ 1,018	$ 730
Weighted-average shares for basic EPS	1,557	1,625	1,563	1,637

Plus incremental shares from assumed conversions of stock options and long-term incentive plan shares		19		18		18		17
Weighted-average shares for diluted EPS		1,576		1,643		1,581		1,654
Basic earnings per share attributable to Mondelēz International	$	0.30	$	0.25	$	0.65	$	0.45
Diluted earnings per share attributable to Mondelēz International	$	0.29	$	0.25	$	0.64	$	0.44

We exclude antidilutive Mondelēz International stock options from our calculation of weighted-average shares for diluted EPS. We excluded antidilutive stock options of 6.5 million for the three months and 10.2 million for the six months ended June 30, 2016 and 12.6 million for the three months 13.2 million for the six months ended June 30, 2015.

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Note 15. Segment Reporting

We manufacture and market primarily snack food products, including biscuits (cookies, crackers and salted snacks), chocolate, gum & candy and various cheese & grocery products, as well as powdered beverage products. We manage our global business and report operating results through geographic units.

Our operations and management structure are organized into five reportable operating segments:

- Latin America
- Asia Pacific
- EEMEA
- Europe
- North America

Beginning in the fourth quarter of 2016, we plan to integrate our EEMEA business into our Europe and Asia Pacific segments. Russia, Ukraine, Turkey, Belarus, Georgia and Kazakhstan will be integrated within our Europe operating segment, while the remaining Middle East and African countries will be integrated within our Asia Pacific operating segment to form a new Asia, Middle East and Africa (AMEA) regional operating segment.

We manage our operations by region to leverage regional operating scale, manage different and changing business environments more effectively and pursue growth opportunities as they arise in our key markets. Our regional management teams have responsibility for the business, product categories and financial results in the regions.

Historically, we have recorded income from equity method investments within our operating income as these investments were part of our base business. Beginning in the third quarter of 2015, to align with the accounting for our new coffee equity method investment in JDE, we began to record the earnings from our equity method investments in equity method investment earnings outside of segment operating income. Equity method investment net earnings were $102 million for the three months and $187 million for the six months ended June 30, 2016. Earnings from equity method investments recorded within segment operating income were $27 million in Asia Pacific, $2 million in EEMEA and $1 million in North America for the three months and $49 million in Asia Pacific, $4 million in North America and $3 million in EEMEA for the six months ended June 30, 2015. See Note 1, *Basis of Presentation Principles of Consolidation,* for additional information.

We use segment operating income to evaluate segment performance and allocate resources. We believe it is appropriate to disclose this measure to help investors analyze segment performance and trends. Segment operating income excludes unrealized gains and losses on hedging activities (which are a component of cost of sales), general corporate expenses (which are a component of selling, general and administrative expenses), amortization of intangibles, gains and losses on divestitures or acquisitions, gain on the JDE coffee business transactions, loss on deconsolidation of Venezuela and acquisition-related costs (which are a component of selling, general and administrative expenses) in all periods presented. We exclude these items from segment operating income in order to provide better transparency of our segment operating results. Furthermore, we centrally manage interest and other expense, net. Accordingly, we do not present these items by segment because they are excluded from the segment profitability measure that management reviews.

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Our segment net revenues and earnings were:

	For the Three Months Ended June 30, 2016	For the Three Months Ended June 30, 2015	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
	(in millions)			
Net revenues:				
Latin America (1)	$ 843	$ 1,240	$ 1,660	$ 2,497
Asia Pacific (2)	1,023	1,024	2,150	2,177
EEMEA (2)	648	869	1,195	1,564
Europe (2)	2,068	2,815	4,357	5,790
North America	1,720	1,713	3,395	3,395
Net revenues	$ 6,302	$ 7,661	$ 12,757	$ 15,423

(1) Net revenues of $301 million for the three months and $519 million for the six months ended June 30, 2015 from our Venezuelan subsidiaries are included in our condensed consolidated financial statements. Beginning in 2016, we account for our Venezuelan subsidiaries using the cost method of accounting and no longer include net revenues of our Venezuelan subsidiaries within our condensed consolidated financial statements. Refer to Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting: Venezuela,* for more information.

(2) On July 2, 2015, we contributed our global coffee businesses primarily from our Europe, EEMEA and Asia Pacific segments. Net revenues of our global coffee business were $730 million in Europe, $130 million in EEMEA and $15 million in Asia Pacific for the three months and $1,348 million in Europe, $246 million in EEMEA and $33 million in Asia Pacific for the six months ended June 30, 2015. Refer to Note 2, *Divestitures and Acquisitions JDE Coffee Business Transactions*, for more information.

	For the Three Months Ended June 30, 2016	For the Three Months Ended June 30, 2015	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
	(in millions)			
Earnings before income taxes:				
Operating income:				
Latin America	$ 32	$ 134	$ 99	$ 288
Asia Pacific	95	104	243	250
EEMEA	59	100	110	132
Europe	251	261	594	587
North America	295	261	566	542
Unrealized gains / (losses) on hedging activities	17	86	(37)	79
General corporate expenses	(67)	(71)	(127)	(145)

Amortization of intangibles	(44)	(46)	(88)	(92)
Gain on divestiture		13		13
Acquisition-related costs		(1)		(2)
Operating income	638	841	1,360	1,652
Interest and other expense, net	(151)	(314)	(395)	(700)
Earnings before income taxes	$ 487	$ 527	$ 965	$ 952

Items impacting our segment operating results are discussed in Note 1, *Basis of Presentation,* including the Venezuela deconsolidation and currency devaluation, Note 2, *Divestitures and Acquisitions,* Note 5, *Goodwill and Intangible Assets,* and Note 6, *2014-2018 Restructuring Program*. Also see Note 7, *Debt and Borrowing Arrangements*, and Note 8, *Financial Instruments,* for more information on our interest and other expense, net for each period.

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Net revenues by product category were:

	For the Three Months Ended June 30, 2016					
	Latin America	Asia Pacific	EEMEA	Europe	North America	Total
	(in millions)					
Biscuits	$ 196	$ 295	$ 129	$ 651	$ 1,398	$ 2,669
Chocolate	179	307	166	900	43	1,595
Gum & Candy	250	178	149	177	279	1,033
Beverages (1)	138	112	116	40		406
Cheese & Grocery	80	131	88	300		599
Total net revenues	$ 843	$ 1,023	$ 648	$ 2,068	$ 1,720	$ 6,302

	For the Three Months Ended June 30, 2015					
	Latin America (2)	Asia Pacific	EEMEA	Europe (3)	North America	Total
	(in millions)					
Biscuits	$ 407	$ 268	$ 147	$ 642	$ 1,400	$ 2,864
Chocolate	202	302	196	896	41	1,637
Gum & Candy	295	188	166	198	272	1,119
Beverages (1)	178	133	272	776		1,359
Cheese & Grocery	158	133	88	303		682
Total net revenues	$ 1,240	$ 1,024	$ 869	$ 2,815	$ 1,713	$ 7,661

	For the Six Months Ended June 30, 2016					
	Latin America	Asia Pacific	EEMEA	Europe	North America	Total
	(in millions)					
Biscuits	$ 360	$ 631	$ 254	$ 1,240	$ 2,759	$ 5,244
Chocolate	377	700	326	2,103	88	3,594
Gum & Candy	466	364	263	349	548	1,990
Beverages (1)	302	208	198	87		795
Cheese & Grocery	155	247	154	578		1,134
Total net revenues	$ 1,660	$ 2,150	$ 1,195	$ 4,357	$ 3,395	$ 12,757

	For the Six Months Ended June 30, 2015					
	Latin America (2)	Asia Pacific	EEMEA	Europe (3)	North America	Total
	(in millions)					
Biscuits	$ 716	$ 584	$ 271	$ 1,236	$ 2,758	$ 5,565
Chocolate	496	704	395	2,130	97	3,822
Gum & Candy	590	379	284	381	540	2,174
Beverages (1)	392	248	457	1,450		2,547
Cheese & Grocery	303	262	157	593		1,315
Total net revenues	$ 2,497	$ 2,177	$ 1,564	$ 5,790	$ 3,395	$ 15,423

(1) On July 2, 2015, we contributed our global coffee businesses primarily from our Europe, EEMEA and Asia Pacific segment beverage categories. Net revenues of our global coffee business were $730 million in Europe, $130 million in EEMEA and $15 million in Asia Pacific for the three months and $1,348 million in Europe, $246 million in EEMEA and $33 million in Asia Pacific for the six months ended June 30, 2015. Refer to Note 2, *Divestitures and Acquisitions JDE Coffee Business Transactions*, for more information.

(2) Our Venezuelan subsidiaries net revenues of $183 million in biscuits, $74 million in cheese & grocery, $26 million in gum & candy and $18 million in beverages for the three months and $287 million in biscuits, $136 million in cheese & grocery, $61 million in gum & candy and $35 million in beverages for the six months ended June 30, 2015 are included in our condensed consolidated financial statements. Beginning in 2016, we account for our Venezuelan subsidiaries using the cost method of accounting and no longer include net revenues of our Venezuelan subsidiaries within our condensed consolidated financial statements. Refer to Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting: Venezuela,* for more information.

(3) During 2016, we realigned some of our products across product categories within our Europe segment and as such, we reclassified the product category net revenues on a basis consistent with the 2016 presentation.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Description of the Company

We manufacture and market primarily snack food products, including biscuits (cookies, crackers and salted snacks), chocolate, gum & candy and various cheese & grocery products, as well as powdered beverage products. We have operations in more than 80 countries and sell our products in 165 countries.

Over the last several years, we have built a presence in the snacking category. We have expanded geographically and continue to invest in product quality, marketing and innovation behind our iconic brands while also implementing a series of cost saving initiatives. Our goals are to achieve industry-leading revenue growth over time driven by the higher expected growth rates of advantaged snack categories; leverage our cost structure through supply chain reinvention, productivity programs, overhead streamlining, volume growth and improved product mix to drive margin gains; and grow earnings per share in the top-tier of our peer group.

Significant Items Affecting Comparability of Financial Results

JDE Coffee Business Transactions:

On July 2, 2015, we completed transactions to combine our wholly owned coffee businesses with those of D.E Master Blenders 1753 B.V. (DEMB) to create a new company, Jacobs Douwe Egberts (JDE). Following the exchange of a portion of our investment in JDE for an interest in Keurig Green Mountain Inc. (Keurig) in March 2016, we held a 26.5% equity interest in JDE. The remaining 73.5% equity interest in JDE was held by a subsidiary of Acorn Holdings B.V. (AHBV, owner of DEMB prior to July 2, 2015). Please see discussion of the acquisition of an interest in Keurig below under *Keurig Transaction*. As of June 30, 2016, we hold a 26.4% equity interest in JDE following the transactions discussed under *JDE Stock-Based Compensation Arrangements* below.

The consideration we received in the JDE coffee business transactions completed on July 2, 2015 consisted of 3.8 billion of cash ($4.2 billion as of July 2, 2015), a 43.5% equity interest in JDE (prior to the decrease in ownership due to the Keurig transaction and the compensation arrangements discussed below*)* and $794 million in receivables (related to sales price adjustments and tax formation cost payments). During the third quarter of 2015, we also recorded $283 million of cash and receivables from JDE related to reimbursement of costs that we incurred in separating our coffee businesses. The cash and equity consideration we received at closing reflects that we retained our interest in a Korea-based joint venture, Dongsuh Foods Corporation (DSF). During the second quarter of 2015, we also completed the sale of our interest in a Japanese coffee joint venture, Ajinomoto General Foods, Inc. (AGF). In lieu of contributing our interest in the AGF joint venture to JDE, we contributed the net cash proceeds from the sale as part of the overall JDE coffee business transactions. Please see Note 2, *Divestitures and Acquisitions Other Divestitures and Acquisitions*, for discussion of the divestiture of AGF.

On July 5, 2016, we received an expected cash payment of $275 million from JDE to settle the receivable related to tax formation costs that were part of the initial sales price.

In connection with the contribution of our global coffee businesses to JDE on July 2, 2015, we recorded a final pre-tax gain of $6.8 billion (or $6.6 billion after taxes) in 2015 after final adjustments as described below. We also recorded approximately $1.0 billion of pre-tax net gains related to hedging the expected cash proceeds from the transactions as described further below. During the fourth quarter of 2015, we and JDE concluded negotiations of a sales price adjustment and completed the valuation of our investment in JDE. Primarily due to the negotiated resolution of the sales price adjustment in the fourth quarter of 2015, we recorded a $313 million reduction in the pre-tax gain on the coffee transaction, reducing the $7.1 billion estimated gain in the third quarter of 2015 to the $6.8 billion final gain for 2015. As part of our sales price negotiations, we retained the right to collect future cash payments if certain estimated pension liabilities are realized over an agreed amount in the future. As such, we may recognize additional income related to this negotiated term in the future.

The final value of our investment in JDE on July 2, 2015 was 4.1 billion ($4.5 billion as of July 2, 2015). The fair value of the JDE investment was determined using both income-based and market-based valuation techniques. The discounted cash flow analysis reflected growth, discount and tax rates and other assumptions reflecting the underlying combined businesses and countries in which the combined coffee businesses operate. The fair value of the JDE investment also included the fair values of the *Carte Noire* and *Merrild* businesses, which JDE agreed to divest to comply with the conditioned approval by the European Commission related to the JDE coffee business transactions. As of the end of the first quarter of 2016, these businesses were sold by JDE. As the July 2, 2015 fair values for these businesses were recorded by JDE at their pending sales values, we did not record any gain or loss on the sales of these businesses in our share of JDE s earnings.

In connection with the expected receipt of cash in euros at the time of closing, we entered into a number of consecutive currency exchange forward contracts in 2014 and 2015 to lock in an equivalent expected value in U.S. dollars as of the date the JDE coffee business transactions were first announced in May 2014. Cumulatively, we realized aggregate net gains and received cash of approximately $1.0 billion on these hedging contracts that increased the cash we received in connection with the JDE coffee business transactions from $4.2 billion in cash consideration received to $5.2 billion. In connection with these currency contracts, we recognized net losses of $144 million in the three months and net gains of $407 million in the six months ended June 30, 2015 within interest and other expense, net.

JDE Stock-Based Compensation Arrangements:

At the close of June 30, 2016, we entered into agreements with AHBV and its affiliates to establish a new stock-based compensation arrangement tied to the issuance of JDE equity compensation awards to JDE employees. This arrangement replaced a temporary equity compensation program tied to the issuance of AHBV equity compensation to JDE employees. New Class C, D and E JDE shares were authorized and issued for investments made by JDE employees. Under these arrangements, dilution of the JDE shares is limited to 2%. Upon execution of the agreements and the creation of the Class C, D and E JDE shares, our ownership of Class B shares in JDE changed from 26.5% to 26.4% and AHBV s Class A ownership changed from 73.5% to 73.22%, while the Class C, D and E shares, held by AHBV and its affiliates until the JDE employee awards vest, comprised 0.38% of JDE s shares. Additional Class C shares are available to be issued when planned long-term incentive plan (JDE LTIP) awards vest, generally over the next five years. When the JDE Class C shares are issued in connection with the vested JDE LTIP awards, the Class A and B ownership interests will decrease. Based on estimated achievement and forfeiture assumptions, we do not expect our JDE ownership interest to decrease below 26.27%.

JDE Tax Matter Resolution:

On July 19, 2016, the Supreme Court of Spain reached a final resolution on a challenged JDE tax position held by a predecessor DEMB company that resulted in an unfavorable 117 million ($129 million as of July 19, 2016) tax expense. As a result, our earnings in the third quarter of 2016 could be negatively affected by up to a maximum amount of 31 million ($34 million as of July 19, 2016).

Keurig Transaction:

On March 3, 2016, a subsidiary of AHBV completed the $13.9 billion acquisition of all of the outstanding common stock of Keurig through a merger transaction. On March 7, 2016, we exchanged with a subsidiary of AHBV a portion of our equity interest in JDE with a carrying value of 1.7 billion (approximately $2.0 billion as of March 7, 2016) for an interest in Keurig with a fair value of $2.0 billion based on the merger consideration per share for Keurig. We recorded the difference between the fair value of Keurig and our basis in JDE shares as a $43 million gain on equity method investment exchange in March 2016. Following the exchange, our ownership interest in JDE was 26.5% and our interest in Keurig is 24.2%. Both AHBV and we hold our investments in Keurig through a combination of equity and interests in a shareholder loan, with pro-rata ownership of each. Our initial $2.0 billion investment in Keurig includes a $1.6 billion Keurig equity interest and a $0.4 billion shareholder loan receivable, which are reported on a combined basis within equity method investments on our condensed consolidated balance sheet as of June 30, 2016. The shareholder loan has a 5.5% interest rate and is payable at the end of a seven-year term on February 27, 2023. We recorded equity earnings of $21 million for the three months and $29 million for the four months ended June 30, 2016 and interest income from the shareholder loan of $6 million for the three months and $8 million for the four months ended June 30, 2016 within equity method earnings. Additionally, in the three months ended June 30, 2016, we received $2 million of dividends on our investment in Keurig. We continue to account for our investments in JDE and

Keurig under the equity method and recognize our share of their earnings within equity method investment earnings and our share of their dividends within our cash flows.

We have reflected the results of our historical coffee businesses and equity earnings from JDE, Keurig and DSF in our results from continuing operations as the coffee category continues to be a significant part of our net earnings and business strategy going forward. The equity method investment earnings and interest income contributed by our coffee investments included $45 million from JDE, $27 million from Keurig and $21 million from DSF for the three months and $92 million from JDE, $37 million from Keurig (since March 7, 2016) and $45 million from DSF for the six months ended June 30, 2016. For the three months ended June 30, 2015, after-tax earnings were $183 million for the coffee businesses we contributed to JDE on July 2, 2015 and $20 million for DSF. For the six months ended June 30, 2015, after-tax earnings were $296 million for the coffee businesses we contributed to JDE on July 2, 2015 and $40 million for DSF.

Venezuela Deconsolidation:

Effective as of the close of the 2015 fiscal year, we concluded that we no longer met the accounting criteria for consolidation of our Venezuelan subsidiaries due to a loss of control over our Venezuelan operations and an other-than-temporary lack of currency exchangeability. As of the close of the 2015 fiscal year, we deconsolidated and changed to the cost method of accounting for our Venezuelan operations. We recorded a $778 million pre-tax loss on December 31, 2015 as we reduced the value of our cost method investment in Venezuela and all Venezuelan receivables held by our other subsidiaries to realizable fair value, resulting in full impairment. The recorded loss also included historical cumulative translation adjustments related to our Venezuelan operations that had previously been recorded in accumulated other comprehensive losses within equity.

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Beginning in 2016, we no longer include net revenues, earnings or net assets of our Venezuelan subsidiaries within our condensed consolidated financial statements. Under the cost method of accounting, earnings are only recognized to the extent cash is received. Given the current and ongoing difficult economic, regulatory and business environment in Venezuela, there continues to be significant uncertainty related to our operations in Venezuela, and we expect these conditions will continue for the foreseeable future. We will monitor the extent of our ability to control our Venezuelan operations and the liquidity and availability of U.S. dollars at different rates as our current situation in Venezuela may change over time and lead to consolidation at a future date. See below *Discussion and Analysis of Historical Results Items Affecting Comparability of Financial Results*, and Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting: Venezuela*, for more information on our historical Venezuelan operating results, including the remeasurement loss recorded in the first quarter of 2015.

Financial Outlook

We seek to achieve top-tier financial performance. We manage our business to achieve this goal using our key operating metrics: Organic Net Revenue, Adjusted Operating Income and Adjusted EPS. We use these non-GAAP financial metrics internally to evaluate and manage our business, plan and make near and long-term operating and strategic decisions. As such, we believe these metrics are useful to investors as they provide supplemental information in addition to our U.S. GAAP financial results. We believe providing investors with the same financial information that we use internally ensures that investors have the same data to make comparisons of our historical operating results, identify trends in our underlying operating results and have additional insight and transparency on how we evaluate our business. We believe our non-GAAP financial measures should always be considered in relation to our GAAP results and we have provided reconciliations between our GAAP and non-GAAP financial measures in *Non-GAAP Financial Measures* which appears later in this section.

In addition to monitoring our key operating metrics, we monitor a number of developments or trends that could impact our revenues and profitability objectives.

- At the end of June 2016, the United Kingdom (U.K.) voted by referendum to exit the European Union (E.U.), a vote commonly referred to as Brexit. The referendum is non-binding and the exit from the E.U. is not immediate. Once the U.K. invokes E.U. Article 50, there is a two-year window in which the U.K. and European Commission can negotiate the future terms for imports, exports, taxes, employment, immigration and other areas. Brexit has caused volatility in global stock markets and currency exchange rates, affecting the markets in which we conduct business. Also, the value of the British pound sterling relative to the U.S. dollar has declined, and the value of both the pound sterling and euro continued to be negatively affected following the vote. Further volatility in the exchange rates is expected over the transition period. While we have not experienced significant business disruptions in our U.K. businesses since the referendum, the devaluation of the British pound sterling in late June did affect our translated results reported in U.S. dollars. The U.K. decision to leave the E.U. also created uncertainty in the global financial and business markets in which we operate and could adversely affect future demand for our products, our financial results and operations, and our relationships with customers, suppliers and employees in the short or long-term. We will continue to monitor related developments in the U.K. and E.U. and their implications for our business.
- During the first quarter of 2016, we began the national re-negotiation of the collective bargaining agreements for eight U.S. facilities, and these negotiations continue into the third quarter of 2016.
- Beginning in the fourth quarter of 2016, we plan to integrate our EEMEA business into our Europe and Asia Pacific segments. We expect this change to have a favorable impact on our operating performance beginning in late 2016 and prospectively due to the consolidation of offices and overhead reduction.

We also continue to note trends similar to those we highlighted in our most recently filed Annual Report on Form 10-K for the year ended December 31, 2015. In particular, volatility in the global commodity and currency markets continued through the second quarter of 2016, including most recently the impact from Brexit and currency devaluation issues noted in other countries. Refer to *Commodity Trends* appearing later in this section and Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting*, for additional information on our commodity costs and specific currency risks we are monitoring. Also refer to Note 6, *2014-2018 Restructuring Program*, for additional information on the North America region collective bargaining agreement re-negotiations, and Note 15, S*egment Reporting*, for information on our segments and information on our EEMEA segment.

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Summary of Results

Net revenues decreased 17.7% to $6.3 billion in the second quarter of 2016 and decreased 17.3% to $12.8 billion in the first six months of 2016 as compared to the same periods in the prior year. Net revenues in 2016 were significantly affected by the July 2, 2015 contribution of our global coffee business to JDE, unfavorable currency translation as the U.S. dollar strengthened against most currencies in which we operate compared to exchange rates in the prior year and the deconsolidation of our Venezuelan subsidiaries.

Organic Net Revenue increased 1.5% to $6.6 billion in the second quarter of 2016 and increased 1.9% to $13.5 billion in the first six months of 2016 as compared to the same periods in the prior year. Organic Net Revenue is a non-GAAP financial measure we use to evaluate our underlying results (see the definition of Organic Net Revenue and our reconciliation with net revenues within *Non-GAAP Financial Measures* appearing later in this section).

Diluted EPS attributable to Mondelēz International increased 16.0% to $0.29 in the second quarter of 2016 and increased 45.5% to $0.64 in the first six months of 2016 as compared to the same periods in the prior year. A number of significant items also affected the comparability of our reported results, as further described in the *Discussion and Analysis of Historical Results* appearing later in this section and in the notes to the condensed consolidated financial statements.

Adjusted EPS remained flat at $0.44 in the second quarter of 2016 and increased 12.0% to $0.93 in the first six months of 2016 as compared to the same periods in the prior year. On a constant currency basis, Adjusted EPS increased 4.5% to $0.46 in the second quarter of 2016 and increased 16.9% to $0.97 in the first six months of 2016. Adjusted EPS is a non-GAAP financial measure we use to evaluate our underlying results (see the definition of Adjusted EPS and our reconciliation with diluted EPS within *Non-GAAP Financial Measures* appearing later in this section).

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Discussion and Analysis of Historical Results

Items Affecting Comparability of Financial Results

The following table includes significant income or (expense) items that affected the comparability of our pre-tax results of operations and our effective tax rates. Please refer to the notes to the condensed consolidated financial statements indicated below for more information. Refer also to the *Consolidated Results of Operations Net Earnings and Earnings per Share Attributable to Mondelēz International* table for the per share impacts of these items.

	See Note	For the Three Months Ended June 30, 2016	For the Three Months Ended June 30, 2015	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
		(in millions)			
Coffee business transactions:	Note 2				
Historical operating income		$	$ 212	$	$ 342
Incremental costs for readying the businesses			(157)		(185)
Currency-related hedging net (loss) / gain			(144)		407
Gain on Keurig equity method investment exchange (1)				43	
Venezuela:	Note 1				
Historical operating income (2)			77		130
Remeasurement of net monetary assets					(11)
2014-2018 Restructuring Program:	Note 6				
Restructuring charges		(154)	(135)	(293)	(297)
Implementation charges		(74)	(47)	(172)	(109)
Loss on debt extinguishment and related expenses	Note 7				(713)
Loss related to interest rate swaps	Note 7			(97)	(34)
Intangible asset impairment charges	Note 5	(12)		(26)	
Divestitures, Acquisitions and Sales of Property	Note 2				
Gain on sale of trademarks		6		6	
Gain on divestiture			13		13
Divestiture-related costs		(84)		(84)	
Gains on sales of property		39		39	
Effective tax rate	Note 13	24.2%	19.0%	17.3%	22.4%

(1) Note the gain on equity method investment exchange is recorded outside of pre-tax operating results on the condensed consolidated statement of earnings as it relates to our after-tax equity method investments.
(2) Excludes the impact of remeasurement losses and 2014-2018 Restructuring Program charges that are shown separately.

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Consolidated Results of Operations

The following discussion compares our consolidated results of operations for the three and six months ended June 30, 2016 and 2015.

Three Months Ended June 30:

	For the Three Months Ended June 30, 2016	2015	$ change	% change
	(in millions, except per share data)			
Net revenues	$ 6,302	$ 7,661	$ (1,359)	(17.7)%
Operating income	638	841	(203)	(24.1)%
Net earnings attributable to Mondelēz International	464	406	58	14.3%
Diluted earnings per share attributable to Mondelēz International	0.29	0.25	0.04	16.0%

Net Revenues Net revenues decreased $1,359 million (17.7%) to $6,302 million in the second quarter of 2016, and Organic Net Revenue (1) increased $100 million (1.5%) to $6,585 million. Power Brands net revenues decreased 17.5%, primarily due to unfavorable currency, and Power Brands Organic Net Revenue increased 2.9%. Emerging markets net revenues decreased 22.9%, primarily due to unfavorable currency, and emerging markets Organic Net Revenue increased 3.7%. The underlying changes in net revenues and Organic Net Revenue are detailed below:

	2016
Change in net revenues (by percentage point)	
Higher net pricing	1.6pp
Unfavorable volume/mix	(0.1)pp
Total change in Organic Net Revenue (1)	**1.5%**
Historical coffee business (2)	(11.6)pp
Unfavorable currency	(4.9)pp
Historical Venezuelan operations (3)	(3.3)pp
Impact of acquisition	0.6pp
Total change in net revenues	**(17.7)%**

(1) Please see the *Non-GAAP Financial Measures* section at the end of this item.

(2) Includes our historical global coffee business prior to the July 2, 2015 JDE coffee business transactions. Refer to Note 2, *Divestitures and Acquisitions,* and *Non-GAAP Financial Measures* appearing later in this section for more information.

(3) Includes the historical results of our Venezuelan subsidiaries prior to the December 31, 2015 deconsolidation. Refer to Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting: Venezuela,* for more information.

Net revenue decline of 17.7% was driven by the impact of the deconsolidation of our historical coffee business, unfavorable currency and the deconsolidation of our historical Venezuelan operations, partially offset by our underlying Organic Net Revenue growth of 1.5% and last year s acquisition of a biscuit operation. The adjustment for deconsolidating our historical coffee business resulted in a year-over-year decrease in net revenues of $875 million for the quarter. Unfavorable currency impacts decreased net revenues by $316 million, due primarily to the strength of the U.S. dollar relative to several currencies, including the Argentinean peso, Brazilian real, British pound sterling, Russian ruble and Mexican peso. The deconsolidation of our historical Venezuelan operations resulted in a year-over-year decrease in net revenues of $301 million for the quarter. Our underlying Organic Net Revenue growth was driven by higher net pricing, partially offset by unfavorable volume/mix. Net pricing was up, which includes the benefit of carryover pricing from 2015 as well as the effects of input cost-driven pricing actions taken during the quarter. Higher net pricing was reflected across all segments except Europe and North America. Unfavorable volume/mix was reflected in EEMEA and Latin America, partially offset by favorable volume/mix in North America, Europe and Asia Pacific. Unfavorable volume/mix in EEMEA and Latin America was largely due to price elasticity as well as strategic decisions to exit certain low-margin product lines. The impact of the July 15, 2015 acquisition of a biscuit operation in Vietnam added $33 million of incremental net revenues in the quarter.

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Operating Income Operating income decreased $203 million (24.1%) to $638 million in the second quarter of 2016, Adjusted Operating Income [1] increased $110 million (12.9%) to $960 million and Adjusted Operating Income on a constant currency basis [1] increased $148 million (17.4%) to $998 million due to the following:

	Operating Income (in millions)	Change (percentage point)
Operating Income for the Three Months Ended June 30, 2015	**$ 841**	
2012-2014 Restructuring Program costs [2]	(1)	(0.1)pp
2014-2018 Restructuring Program costs [2]	182	21.7pp
Operating income from Venezuelan subsidiaries [3]	(77)	(7.9)pp
Operating income from historical coffee business [4]	(212)	(33.4)pp
Costs associated with the JDE coffee business transactions [5]	157	29.7pp
Reclassification of equity method investment earnings [6]	(26)	(6.1)pp
Operating income from divestiture [7]	(5)	(1.1)pp
Gain on divestiture [7]	(13)	(1.2)pp
Acquisition integration costs [8]	1	0.1pp
Acquisition-related costs [8]	1	0.2pp
Other / rounding	2	0.3pp
Adjusted Operating Income [1] for the Three Months Ended June 30, 2015	**$ 850**	
Higher net pricing	107	12.6pp
Higher input costs	(54)	(6.3)pp
Favorable volume/mix	17	2.0pp
Lower selling, general and administrative expenses	77	9.0pp
Change in unrealized gains/losses on hedging activities	(39)	(4.6)pp
Gains on sales of property [8]	39	4.6pp
Impact from acquisition [8]	1	0.1pp
Total change in Adjusted Operating Income (constant currency) [1]	**148**	**17.4%**
Unfavorable currency translation	(38)	(4.5)pp
Total change in Adjusted Operating Income [1]	**110**	**12.9%**
Adjusted Operating Income [1] for the Three Months Ended June 30, 2016	**$ 960**	
2014-2018 Restructuring Program costs [2]	(228)	(28.0)pp
Intangible asset impairment charges [9]	(12)	(1.4)pp
Gain on sale of intangible asset [8]	6	0.7pp
Divestiture-related costs [10]	(84)	(10.0)pp
Acquisition integration costs [8]	(3)	(0.3)pp
Other / rounding	(1)	(0.2)pp

Operating Income for the Three Months Ended June 30, 2016	**$**	**638**	**(24.1)%**

(1) Refer to the *Non-GAAP Financial Measures* section at the end of this item.
(2) Refer to Note 6, *2014-2018 Restructuring Program,* for more information on our 2014-2018 Restructuring Program and Note 6 to the consolidated financial statement in our Form 10-K for the year ended December 31, 2015 for more information on our 2012-2014 Restructuring Program.
(3) Includes the historical results of our Venezuelan subsidiaries prior to the December 31, 2015 deconsolidation. Refer to Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting: Venezuela,* for more information on the deconsolidation in 2015.
(4) Includes our historical global coffee business prior to the July 2, 2015 deconsolidation. Refer to Note 2, *Divestitures and Acquisitions,* and *Non-GAAP Financial Measures* appearing later in this section for more information.
(5) Refer to Note 2, *Divestitures and Acquisitions*, for more information on the JDE coffee business transactions.
(6) Historically, we recorded income from equity method investments within our operating income as these investments operated as extensions of our base business. Beginning in the third quarter of 2015, to align with the accounting for JDE earnings, we began to record the earnings from our equity method investments in equity method investment earnings outside of operating income. In periods prior to July 2, 2015, we have reclassified the equity method earnings from Adjusted Operating Income to evaluate our operating results on a consistent basis.
(7) Refer to Note 2, *Divestitures and Acquisitions*, for more information on the 2015 divestiture of AGF. The divestiture of AGF generated a pre-tax gain of $13 million and after-tax loss of $9 million in the second quarter of 2015.

(8) Refer to Note 2, *Divestitures and Acquisitions*, for more information on the 2016 acquisition of an interest in Keurig, 2016 intangible asset sale in Finland, 2015 acquisitions of a biscuit operation in Vietnam and Enjoy Life Foods and other property sales in 2016.
(9) Refer to Note 2, *Divestitures and Acquisitions*, and Note 5, *Goodwill and Intangible Assets,* for more information on the impairment charges recorded in 2016 for a trademark in North America and a trademark in Europe related to the planned sale of a confectionary business in France.
(10) Includes costs incurred and accrued related to the planned sale of a confectionery business in France. Refer to Note 2, *Divestitures and Acquisitions,* for more information.

During the quarter, we realized higher net pricing while input costs increased modestly. Higher net pricing, which included the carryover impact of pricing actions taken in 2015, was reflected across all segments except Europe and North America. The increase in input costs was driven by higher raw material costs, in part due to higher currency exchange transaction costs on imported materials, which were partially offset by lower manufacturing costs due to productivity. Favorable volume/mix was driven by North America, Asia Pacific and Europe, which was partially offset by unfavorable volume/mix in EEMEA and Latin America.

Total selling, general and administrative expenses decreased $293 million from the second quarter of 2015, due to a number of factors noted in the table above, including in part, the deconsolidation of our historical coffee business, a favorable currency impact, lower costs associated with the JDE coffee business transactions, gains on sales of property and the deconsolidation of our Venezuelan operations. The decreases were partially offset by increases from divestiture-related costs associated with the planned sale of a confectionery business in France, higher costs incurred for the 2014-2018 Restructuring Program, the reclassification of equity method investment earnings and the impact of an acquisition.

Excluding the factors noted above, selling, general and administrative expenses decreased $77 million from the second quarter of 2015. The decrease was driven primarily by lower overhead costs due to continued cost reduction efforts, partially offset by higher advertising and consumer promotions support, particularly behind our Power Brands.

Excluding the portion related to deconsolidating our historical coffee business, the change in unrealized gains / (losses) decreased operating income by $39 million in the second quarter of 2016. In the second quarter of 2016, the net unrealized gains on currency and commodity hedging activity were $17 million, as compared to net unrealized gains of $56 million ($86 million including coffee related activity) in the second quarter of 2015 related to currency and commodity hedging activity.

Unfavorable currency impacts decreased operating income by $38 million, due primarily to the strength of the U.S. dollar relative to most currencies, including the Argentinean peso, British pound sterling, Canadian dollar, Mexican peso, Brazilian real and Russian ruble.

Operating income margin decreased from 11.0% in the second quarter of 2015 to 10.1% in the second quarter of 2016. The decrease in operating income margin was driven primarily by the deconsolidation of our historical coffee business, divestiture-related costs associated with the planned sale of a confectionery business in France, higher costs incurred for the 2014-2018 Restructuring Program, the deconsolidation of our Venezuelan operations, the reclassification of equity method earnings, loss on divesture and intangible asset impairment charges. The items that decreased our operating income margin were partially offset by the absence of costs associated with the JDE coffee business transactions and an increase in our Adjusted Operating Income margin. Adjusted Operating Income margin increased from 13.1% in the second quarter of 2015 to 15.2% in the second quarter of 2016. The increase in Adjusted Operating Income margin was driven primarily by lower overhead costs resulting from our cost reduction programs and gains on sales of property.

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Net Earnings and Earnings per Share Attributable to Mondelēz International Net earnings attributable to Mondelēz International of $464 million increased by $58 million (14.3%) in the second quarter of 2016. Diluted EPS attributable to Mondelēz International was $0.29 in the second quarter of 2016, up $0.04 (16.0%) from the second quarter of 2015. Adjusted EPS [1] was $0.44 in the second quarter of 2016, flat to the second quarter of 2015. Adjusted EPS on a constant currency basis [1] was $0.46 in the second quarter of 2016, up $0.02 (4.5%) from the second quarter of 2015.

		Diluted EPS
Diluted EPS Attributable to Mondelēz International for the Three Months Ended June 30, 2015	**$**	**0.25**
2012-2014 Restructuring Program costs [2]		
2014-2018 Restructuring Program costs [2]		0.08
Net earnings from Venezuelan subsidiaries [3]		(0.03)
(Income) / costs associated with the JDE coffee business transactions [4]		0.13
Net earnings from divestiture [5]		
Loss on divestiture [5]		0.01
Acquisition integration costs [6]		
Acquisition-related costs [6]		
Other / rounding		
Adjusted EPS [1] for the Three Months Ended June 30, 2015	**$**	**0.44**
Increase in operations		0.08
Decrease in operations from historical coffee business and equity method investments [7]		(0.07)
Change in unrealized gains / (losses) on hedging activities		(0.02)
Gains on sales of property [6]		0.02
Impact of acquisition [6]		
Lower interest and other expense, net [8]		0.01
Changes in shares outstanding [9]		0.02
Changes in income taxes [10]		(0.02)
Adjusted EPS (constant currency) [1] for the Three Months Ended June 30, 2016	**$**	**0.46**
Unfavorable currency translation		(0.02)
Adjusted EPS [1] for the Three Months Ended June 30, 2016	**$**	**0.44**
2014-2018 Restructuring Program costs [2]		(0.11)
Intangible asset impairment charges [11]		
Gain on sale of intangible asset [6]		
Divestiture-related costs [12]		(0.04)
Acquisition integration costs [6]		
Equity method investee acquisition-related and other adjustments [13]		
Other / rounding		
Diluted EPS Attributable to Mondelēz International for the Three Months Ended June 30, 2016	**$**	**0.29**

(1) Refer to the *Non-GAAP Financial Measures* section at the end of this item.
(2) Refer to Note 6, *2014-2018 Restructuring Program*, for more information on our 2014-2018 Restructuring Program and Note 6 to the consolidated financial statement in our Form 10-K for the year ended December 31, 2015 for more information on our 2012-2014 Restructuring Program.
(3) Includes the historical results of our Venezuelan subsidiaries prior to the December 31, 2015 deconsolidation. Refer to Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting: Venezuela,* for more information on the deconsolidation and remeasurement loss in 2015.
(4) Refer to Note 2, *Divestitures and Acquisitions*, for more information on the JDE coffee business transactions. Net losses of $144 million in the second quarter of 2015 on the currency hedges related to the JDE coffee business transactions were recorded in interest and other expense, net and are included in the (income) / costs associated with the JDE coffee business transactions of $0.13 in the table above.
(5) Refer to Note 2, *Divestitures and Acquisitions*, for more information on the April 23, 2015 divestiture of AGF. The divestiture of AGF generated a pre-tax gain of $13 million and after-tax loss of $9 million in the second quarter of 2015.
(6) Refer to Note 2, *Divestitures and Acquisitions*, for more information on the 2016 acquisition of an interest in Keurig, 2016 intangible asset sale in Finland, 2015 acquisitions of a biscuit operation in Vietnam and Enjoy Life Foods and other property sales in 2016.

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(7) Includes our historical coffee business results and equity earnings from JDE and our other equity method investees. Refer to Note 2, *Divestitures and Acquisitions*, and *Non-GAAP Financial Measures* appearing later in this section for more information.
(8) Excludes the favorable currency impact on interest expense related to our non-U.S. dollar-denominated debt which is included in currency translation.
(9) Refer to Note 10, *Stock Plans*, for more information on our equity compensation programs and share repurchase program and Note 14, *Earnings Per Share*, for earnings per share weighted-average share information.
(10) Refer to Note 13, *Income Taxes*, for more information on the change in our income taxes and effective tax rate.
(11) Refer to Note 2, *Divestitures and Acquisitions*, and Note 5, *Goodwill and Intangible Assets,* for more information on the impairment charges recorded in 2016 for a trademark in North America and a trademark in Europe related to the planned sale of a confectionary business in France.
(12) Includes costs incurred and accrued related to the planned sale of a confectionery business in France. Refer to Note 2, *Divestitures and Acquisitions,* for more information.
(13) Includes our proportionate share of unusual or infrequent items, such as acquisition and divestiture-related costs and restructuring program costs, recorded by our JDE and Keurig equity method investees.

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Six Months Ended June 30:

	For the Six Months Ended June 30,			
	2016	2015	$ change	% change
	(in millions, except per share data)			
Net revenues	$ 12,757	$ 15,423	$ (2,666)	(17.3)%
Operating income	1,360	1,652	(292)	(17.7)%
Net earnings attributable to Mondelēz International	1,018	730	288	39.5%
Diluted earnings per share attributable to Mondelēz International	0.64	0.44	0.20	45.5%

Net Revenues Net revenues decreased $2,666 million (17.3%) to $12,757 million in the first six months of 2016, and Organic Net Revenue [1] increased $245 million (1.9%) to $13,484 million. Power Brands net revenues decreased 17.0%, primarily due to unfavorable currency, and Power Brands Organic Net Revenue increased 3.4%. Emerging markets net revenues decreased 22.7%, primarily due to unfavorable currency, and emerging markets Organic Net Revenue increased 3.7%. The underlying changes in net revenues and Organic Net Revenue are detailed below:

	2016
Change in net revenues (by percentage point)	
Higher net pricing	2.3pp
Unfavorable volume/mix	(0.4)pp
Total change in Organic Net Revenue [1]	**1.9%**
Historical coffee business [2]	(10.5)pp
Unfavorable currency	(6.0)pp
Historical Venezuelan operations [3]	(2.9)pp
Impact of accounting calendar change	(0.3)pp
Impact of acquisitions	0.5pp
Total change in net revenues	**(17.3)%**

(1) Please see the *Non-GAAP Financial Measures* section at the end of this item.
(2) Includes our historical global coffee business prior to the July 2, 2015 JDE coffee business transactions. Refer to Note 2, *Divestitures and Acquisitions,* and *Non-GAAP Financial Measures* appearing later in this section for more information.
(3)

Includes the historical results of our Venezuelan subsidiaries prior to the December 31, 2015 deconsolidation. Refer to Note 1, *Basis of Presentation Currency Translation and Highly Inflationary Accounting: Venezuela,* for more information.

Net revenue decline of 17.3% was driven by the impact of the deconsolidation of our historical coffee business, unfavorable currency, the deconsolidation of our historical Venezuelan operations and the year-over-year impact of last year s accounting calendar change, partially offset by our underlying Organic Net Revenue growth of 1.9% and the impact of last year s acquisitions. The adjustment for deconsolidating our historical coffee business resulted in a year-over-year decrease in net revenues of $1,627 million for the first six months of 2016. Unfavorable currency impacts decreased net revenues by $803 million, due primarily to the strength of the U.S. dollar relative to several currencies, including the Argentinean peso, Brazilian real, British pound sterling, Mexican peso, Russian ruble and Australian dollar. The deconsolidation of our historical Venezuelan operations resulted in a year-over-year decrease in net revenues of $519 million for the first six months of 2016. The North America segment accounting calendar change made in 2015 resulted in a year-over-year decrease in net revenues of $38 million for the first six months of 2016. Our underlying Organic Net Revenue growth was driven by higher net pricing, partially offset by unfavorable volume/mix. Net pricing was up, which includes the benefit of carryover pricing from 2015 as well as the effects of input cost-driven pricing actions taken during the first six months of 2016. Higher net pricing was reflected across all segments except Europe. Unfavorable volume/mix was reflected in Latin America and EEMEA, partially offset by favorable volume/mix in all other segments. Unfavorable volume/mix in Latin America and EEMEA was largely due to price elasticity as well as strategic decisions to exit certain low-margin product lines. The impact of acquisitions primarily includes the July 15, 2015 acquisition of a biscuit operation in Vietnam, which added $71 million of incremental net revenues for the first six months of 2016.

Operating Income Operating income decreased $292 million (17.7%) to $1,360 million in the first six months of 2016, Adjusted Operating Income [1] increased $220 million (12.8%) to $1,934 million and Adjusted Operating Income on a constant currency basis [1] increased $321 million (18.7%) to $2,035 million due to the following:

	Operating Income (in millions)	Change (percentage point)
Operating Income for the Six Months Ended June 30, 2015	**$ 1,652**	
2012-2014 Restructuring Program costs [2]	(3)	(0.2)pp
2014-2018 Restructuring Program costs [2]	406	26.2pp
Operating income from Venezuelan subsidiaries [3]	(130)	(7.1)pp
Remeasurement of net monetary assets in Venezuela [3]	11	0.7pp
Operating income from historical coffee business [4]	(342)	(26.4)pp
Costs associated with the JDE coffee business transactions [5]	185	17.5pp
Reclassification of equity method investment earnings [6]	(51)	(5.4)pp
Operating income from divestiture [7]	(5)	(0.5)pp
Gain on divestiture [7]	(13)	(0.7)pp
Acquisition integration costs [8]	1	0.1pp
Acquisition-related costs [8]	2	0.1pp
Other / rounding	1	0.1pp
Adjusted Operating Income [1] for the Six Months Ended June 30, 2015	**$ 1,714**	
Higher net pricing	298	17.6pp
Higher input costs	(40)	(2.3)pp
Unfavorable volume/mix	(2)	(0.1)pp
Lower selling, general and administrative expenses	117	6.9pp
Change in unrealized gains/losses on hedging activities	(76)	(4.5)pp
Gains on sales of property [8]	39	