

KRAFT FOODS INC
Form S-8
March 26, 2010

As filed with the Securities and Exchange Commission on March 26, 2010

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

Kraft Foods Inc.

(Exact Name of Registrant as Specified in its Charter)

Virginia
(State or Other Jurisdiction of
Incorporation or Organization)

52-2884372
(I.R.S. Employer
Identification No.)

Three Lakes Drive
Northfield, Illinois
(Address of Principal Executive Offices)

60093
(Zip Code)

KRAFT FOODS INC. AMENDED AND RESTATED 2005

PERFORMANCE INCENTIVE PLAN

(Full Title of the Plan)

Carol J. Ward, Esq.
Vice President and Corporate Secretary

Kraft Foods Inc.
Three Lakes Drive
Northfield, Illinois 60093

(Name and Address of Agent For Service)

(847) 646-2000

(Telephone Number, Including Area Code, of Agent For Service)

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount | Proposed Maximum | Proposed Maximum | Amount of Registration Fee |
|---|------------------------------------|--|--|-------------------------------|
| | to be Registered ⁽¹⁾ | Offering Price Per Share ⁽²⁾ | Aggregate Offering Price ⁽²⁾ | |
| Class A common stock, no par value | 18,000,000 | \$29.67 | \$534,060,000 | \$38,078.48 |

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers such additional and indeterminate number of shares of Class A common stock as may become issuable by reason of stock dividends, stock splits or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act pursuant to Rules 457(c) and 457(h), based upon the average of the high and low prices of the Class A Common Stock of Kraft Foods Inc. as quoted on the New York Stock Exchange on March 22, 2010.

NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 18,000,000 shares of the Class A common stock, no par value, of Kraft Foods Inc. (the Company or Registrant), which may be issued pursuant to awards under the Kraft Foods Inc. Amended and Restated 2005 Performance Incentive Plan (the Plan). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the Form S-8 filed by the Company with respect to the Plan on June 21, 2005 (Registration No. 333-125992), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Kraft Foods Inc. Amended and Restated 2005 Performance Incentive Plan, amended as of December 31, 2009 (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 25, 2010 (File No. 001-16483)).
- 5.1 Opinion of Hunton & Williams LLP.
- 23.1 Consent of Hunton & Williams LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on this 26th day of March 2010.

KRAFT FOODS INC.

By: /s/ Carol J. Ward
 Carol J. Ward
 Vice President and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|------------------------------|----------------|
| /s/ Irene B. Rosenfeld* | Director, Chairman and Chief | March 26, 2010 |
| Irene B. Rosenfeld | Executive Officer | |
| /s/ Timothy R. McLevish* | Executive Vice President and | March 26, 2010 |
| Timothy R. McLevish | Chief Financial Officer | |
| /s/ Kim Harris Jones* | Senior Vice President and | March 26, 2010 |
| Kim Harris Jones | Corporate Controller | |
| /s/ Ajaypal S. Banga* | Director | March 26, 2010 |
| Ajaypal S. Banga | | |
| /s/ Myra M. Hart* | Director | March 26, 2010 |
| Myra M. Hart | | |

| | | |
|--------------------------------------|----------|----------------|
| /s/ Lois D. Juliber* | Director | March 26, 2010 |
| Lois D. Juliber | | |
| /s/ Mark D. Ketchum* | Director | March 26, 2010 |
| Mark D. Ketchum | | |
| /s/ Richard A. Lerner* | Director | March 26, 2010 |
| Richard A. Lerner, M.D. | | |
| /s/ Mackey J. McDonald* | Director | March 26, 2010 |
| Mackey J. McDonald | | |
| /s/ John C. Pope* | Director | March 26, 2010 |
| John C. Pope | | |
| /s/ Fredric G. Reynolds* | Director | March 26, 2010 |
| Fredric G. Reynolds | | |
| /s/ Jean-François M. L. van Boxmeer* | Director | March 26, 2010 |
| Jean-François M. L. van Boxmeer | | |
| /s/ Deborah C. Wright* | Director | March 26, 2010 |
| Deborah C. Wright | | |
| /s/ Frank G. Zarb* | Director | March 26, 2010 |
| Frank G. Zarb | | |

*By: Carol J. Ward

As Attorney-in-Fact

EXHIBIT INDEX

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