

Mondelez International, Inc.
Form 8-K
May 22, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 21, 2014

MONDELÉZ INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or Other Jurisdiction
of Incorporation)

1-16483
(Commission
File Number)

52-2284372
(I.R.S. Employer
Identification No.)

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Three Parkway North, Deerfield, Illinois
(Address of Principal Executive Offices)

60015
(Zip Code)

Registrant's telephone number, including area code: (847) 643-4000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On May 21, 2014, Mondelez International, Inc. held our 2014 annual meeting of shareholders (the annual meeting). At the annual meeting, our shareholders approved the Mondelez International, Inc. Amended and Restated 2005 Performance Incentive Plan (the plan), which had previously been approved by our Board of Directors, subject to the approval of our shareholders.

The plan amended our prior Mondelez International, Inc. Amended and Restated 2005 Performance Incentive Plan to:

increase the number of shares of our Class A common stock available for issuance under the plan;

make future equity awards to our non-employee directors under the same plan as grants made to employees rather than under the separate Mondelez International, Inc. Amended and Restated 2006 Stock Compensation Plan for Non-Employee Directors;

update plan provisions to be consistent with market practice and promote the long-term interest of shareholders; and

make other administrative changes.

The material features of the plan are described in our definitive proxy statement on Schedule 14A for the annual meeting filed on April 1, 2014 (the proxy statement). The description of the plan included in the proxy statement is incorporated herein by reference. The above description of the plan is qualified in its entirety by reference to the full text of the plan, a copy of which is attached hereto as Exhibit 10.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 21, 2014, we held our annual meeting in Skokie, Illinois. A total of 1,407,290,097 shares of our Class A common stock, or 82.84% of our outstanding shares of Class A common stock, were represented in person or by proxy at the annual meeting. The final voting results for each of the matters submitted to a shareholder vote at the annual meeting are set forth below:

- Our shareholders elected 12 directors to each serve a one-year term until our 2015 annual meeting of shareholders or until his or her successor has been duly chosen and qualified, based on the following voting results:

| | For | Against | Abstain | Broker Non-Votes |
|---------------------------------|---------------|-------------|-----------|------------------|
| Stephen F. Bollenbach | 1,085,313,432 | 108,881,161 | 3,519,347 | 209,576,157 |
| Lewis W.K. Booth | 1,191,504,428 | 2,677,913 | 3,531,599 | 209,576,157 |
| Lois D. Juliber | 1,187,245,487 | 7,037,730 | 3,430,723 | 209,576,157 |
| Mark D. Ketchum | 1,182,669,102 | 11,529,688 | 3,515,150 | 209,576,157 |
| Jorge S. Mesquita | 1,191,456,404 | 2,741,634 | 3,515,902 | 209,576,157 |
| Nelson Peltz | 1,183,117,924 | 10,998,528 | 3,597,488 | 209,576,157 |
| Fredric G. Reynolds | 1,191,435,070 | 2,761,185 | 3,517,685 | 209,576,157 |
| Irene B. Rosenfeld | 1,158,999,282 | 31,651,085 | 7,063,573 | 209,576,157 |
| Patrick T. Siewert | 1,189,333,917 | 4,840,277 | 3,539,746 | 209,576,157 |
| Ruth J. Simmons | 1,184,524,259 | 9,738,841 | 3,450,840 | 209,576,157 |
| Ratan N. Tata | 1,184,330,509 | 9,842,315 | 3,541,116 | 209,576,157 |
| Jean-François M. L. van Boxmeer | 1,172,153,543 | 22,079,441 | 3,480,956 | 209,576,157 |

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2. Our shareholders approved on an advisory basis our named executive officer compensation, based on the following voting results:

| For | Against | Abstain | Broker Non-Votes |
|---------------|------------|------------|------------------|
| 1,122,993,108 | 58,426,417 | 16,294,415 | 209,576,157 |

3. Our shareholders approved the Mondelez International, Inc. Amended and Restated 2005 Performance Incentive Plan, based on the following voting results:

| For | Against | Abstain | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 1,140,049,384 | 49,467,926 | 8,196,630 | 209,576,157 |

4. Our shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent auditors for the year ending December 31, 2014, based on the following voting results:

| For | Against | Abstain | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 1,391,769,708 | 10,101,551 | 5,418,838 | 0 |

5. Our shareholders did not approve a shareholder proposal regarding a report on packaging, based on the following voting results:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 319,082,318 | 803,084,765 | 75,546,857 | 209,576,157 |

Item 9.01 Financial Statements and Exhibits.

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

| Exhibit Number | Description |
|----------------|--|
| 10.1 | Mondelez International, Inc. Amended and Restated 2005 Performance Incentive Plan. |
| 99.1 | The section entitled ITEM 3: Approve the Mondelez International, Inc. Amended and Restated 2005 Performance Incentive Plan of the definitive proxy statement on Schedule 14A of Mondelez International, Inc. filed on April 1, 2014 is incorporated herein by reference. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 22, 2014

MONDELEZ INTERNATIONAL, INC.

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary

EXHIBIT INDEX

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