

Mondelez International, Inc.  
Form FWP  
February 25, 2015

**Filed Pursuant to Rule 433**

**Relating to Preliminary Prospectus Supplement dated February 25, 2015**

**To Prospectus dated March 5, 2014**

**Registration Statement No. 333-194330**

**Pricing Term Sheet**

**MONDELēZ INTERNATIONAL, INC.**

**Pricing Term Sheet**

**£450,000,000 3.875% Notes due 2045**

**Summary of Terms**

Issuer:	Mondelēz International, Inc. ( MDLZ )
Offering Format:	SEC Registered
Title of Securities:	3.875% Notes due 2045 (the Notes )
Size:	£450,000,000
Maturity Date:	March 6, 2045
Issue Price (Price to Public):	99.717%
Underwriting Discount:	50 bps
Net proceeds to Issuer, before expenses:	£446,476,500
Benchmark Government Security:	UK Gilt 3.50% due January 22, 2045
Benchmark Government Security Yield:	2.424% (semi-annual)
Spread to Benchmark Government Security:	+ 143 bps
Yield to Maturity:	3.891% (annual)
Coupon:	3.875%
Interest Payment Date:	Annually on March 6, commencing March 6, 2016
Day Count Convention:	Actual/Actual (ICMA)
Change of Control (CoC):	Upon the occurrence of both (i) a change of control of MDLZ and (ii) a downgrade of the notes below an investment grade rating by each of Moody's Investors Service, Inc. and Standard & Poor's Ratings Services

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within a specified period, MDLZ will be required to make an offer to purchase the notes at a price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest to the date of repurchase.

Optional Redemption:

Prior to December 6, 2044: Make-whole redemption at UK Gilt + 25 bps

On or after December 6, 2044: Redemption at par

Trade Date:

February 25, 2015

Settlement Date:

March 6, 2015 (T+7)

Listing:

MDLZ intends to apply to list the Notes on the New York Stock Exchange.

Form/Clearing Systems:	Registered form only. Deposited with a common depository for Clearstream Banking, <i>société anonyme</i> and Euroclear Bank S.A./N.V.
CUSIP:	609207 AG0
Common Code/ISIN:	119727596 / XS1197275966
Denominations:	£100,000 x £1,000
Anticipated Long-Term Senior Unsecured Debt Ratings*:	Moody s: Baa1 (stable) S&P: BBB (negative)
Use of Proceeds:	MDLZ intends to use the net proceeds from the sale of the notes for general corporate purposes, including to fund a cash tender offer for certain of its outstanding notes.
Underwriters:	<i>Joint Book-Running Managers:</i>

Credit Suisse Securities (Europe) Limited

Deutsche Bank AG, London Branch

The Royal Bank of Scotland plc

Société Générale

Barclays Bank PLC

BNP Paribas

HSBC Bank plc

*Co-Managers:*

Banca IMI S.p.A.

Commerzbank Aktiengesellschaft

Mitsubishi UFJ Securities International plc

Mizuho International plc

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (Europe) Limited at +1-800-221-1037, Deutsche Bank AG, London Branch toll-free at +1-800-503-4611, The Royal Bank of Scotland plc toll-free at +1-866-884-2071 or Société Générale by telephone collect at +44-20-7676-7618.**