Mondelez International, Inc.
Form 424B2
February 27, 2015
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Filed Pursuant to Rule 424(b)(2)

Registration No. 333-194330

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)(2)
3.875% Notes due 2045	$696,960,000.00	99.717%	$694,987,603.20	$80,757.56

(1) £450,000,000 aggregate principal amount of the Notes will be issued. The $ amount to be registered is based on the February 25, 2015 $/£ exchange rate of $1.5488/£1.00, as published by the Bank of England.
(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. A filing fee of $80,757.56 is being paid in connection with this offering.

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£450,000,000

Mondelēz International, Inc.

£450,000,000 3.875% Notes due 2045

This is an offering of £450,000,000 3.875% Notes due 2045 (the notes) to be issued by Mondelēz International, Inc., a Virginia corporation (Mondelēz International).

We will pay interest on the notes annually on March 6 of each year beginning on March 6, 2016. The notes will mature on March 6, 2045. The notes will be issued in minimum denominations of £100,000 and integral multiples of £1,000 in excess thereof.

We may redeem the notes at the redemption prices set forth in this prospectus supplement, plus accrued and unpaid interest thereon to, but excluding, the redemption date. See Description of Notes Optional Redemption in this prospectus supplement.

If we experience a change of control triggering event, we may be required to offer to purchase the notes from holders. See Description of Notes Change of Control in this prospectus supplement. The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured indebtedness. Please read the information provided under the caption Description of Notes in this prospectus supplement and Description of Debt Securities in the accompanying prospectus for a more detailed description of the notes.

See Risk Factors on page S-6 of this prospectus supplement to read about important factors you should consider before buying the notes.

We intend to apply to list the notes on the New York Stock Exchange. We expect trading in the notes on the New York Stock Exchange to begin within 30 days after the original issue date. Currently there is no public market for the notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Public Offering Price	Underwriting Discount	Proceeds, Before Expenses, to Mondelēz International
Per note	99.717%	0.500%	99.217%
Total	**£ 448,726,500**	**£ 2,250,000**	**£ 446,476,500**
Total[(1)]	**$ 694,987,603**	**$ 3,484,800**	**$ 691,502,803**

(1)

Based on a $/£ rate of exchange of $1.5488/£1.00 as of February 25, 2015. Plus accrued interest from March 6, 2015 if delivery of the notes occurs after that date.

The underwriters expect to deliver the notes to purchasers in registered book-entry form and deposited in global form through the facilities of Clearstream Banking, *société anonyme* and Euroclear Bank S.A./N.V. against payment in New York, New York on March 6, 2015.

Joint Book-Running Managers

Credit Suisse	**Deutsche Bank**	**The Royal Bank of Scotland**	**Société Générale Corporate & Investment Banking**

Barclays	**BNP PARIBAS**	**HSBC**

Co-Managers

Banca IMI	**Commerzbank**	**Mizuho Securities**	**MUFG**

Prospectus Supplement dated February 25, 2015.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any permitted free writing prospectus we have authorized for use with respect to this offering. No one has been authorized to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus or any document

incorporated by reference is accurate as of any date other than the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

The financial information presented in this prospectus supplement has been prepared in accordance with generally accepted accounting principles in the United States.

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In connection with this offering, Credit Suisse Securities (Europe) Limited as Stabilizing Manager (or its respective affiliates), may over-allot or effect transactions which stabilize or maintain the market price of the notes at levels which might not otherwise prevail. This stabilizing, if commenced, may be discontinued at any time and will be carried out in compliance with all applicable laws, regulations and rules. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the notes and 60 days after the date of the allotment of the notes.

The notes are offered globally for sale only in those jurisdictions in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the notes in some jurisdictions may be restricted by law. Persons who come to possess this prospectus supplement and the accompanying prospectus are required by us and the underwriters to inform themselves about and to observe any applicable restrictions. This prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation.

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement contains the terms of this offering of notes. This prospectus supplement, or the information incorporated by reference in this prospectus supplement, may add, update or change information in the accompanying prospectus. If information contained in this prospectus supplement, or the information incorporated by reference in this prospectus supplement, is inconsistent with the accompanying prospectus, this prospectus supplement, or the information incorporated by reference in this prospectus supplement, will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to under the caption Where You Can Find More Information in the accompanying prospectus and under the caption Incorporation by Reference in this prospectus supplement.

Unless otherwise indicated or the context otherwise requires, references in this prospectus to Mondelēz International, the Company, we, us and our refer to Mondelēz International, Inc. and its subsidiaries. Trademarks and servicemar this prospectus supplement and the accompanying prospectus appear in italic type and are the property of or licensed by us.

References herein to $ and dollars are to the currency of the United States. References to and euro are to the lawf currency of the member states of the European Monetary Union that have adopted or that adopt the single currency in accordance with the treaty establishing the European Community, as amended by the Treaty on European Union. References to £ and sterling are to the lawful currency of the United Kingdom.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and certain statements incorporated by reference into this prospectus supplement contain a number of forward-looking statements. Words, and variations of words, such as will, may, expect, would, intend, plan, believe, likely, estimate, anticipate, project, potential, migh expressions are intended to identify our forward-looking statements, including but not limited to statements about: our future performance, including our future revenue growth and margins; our strategy, including our goals to

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deliver top-tier financial performance and be a great place to work; price volatility and pricing actions; the cost environment and measures to address increased costs; the effects of implementing our transformation and sales and marketing initiatives; the costs of, cost savings generated by, timing of expenditures under and completion of our restructuring programs; our market-leading positions; snack food consumption trends; growth in our categories and markets; volatility in global markets; commodity prices and supply; economic conditions; currency exchange rates, controls and restrictions; our expansion plans; our operations in Venezuela; our entry into and the timeframe for completing the planned coffee business transactions; the cash proceeds and ownership interest to be received in the transactions; completion of our biscuit operation acquisition; legal matters; changes in laws and regulations and regulatory compliance; environmental compliance and remediation actions; the estimated value of goodwill and intangible assets; impairment of goodwill and intangible assets and our projections of operating results and other factors that may affect our impairment testing; our accounting estimates and judgments; remediation efforts related to income tax controls; pension expenses, contributions and assumptions; employee benefit plan expenses, obligations and assumptions; relationships with employees and representatives; tax positions; our liquidity, funding sources and uses of funding; reinvestment of earnings; our risk management program, including the use of financial instruments for hedging activities; capital expenditures and funding; share repurchases; dividends; compliance with financial and long-term debt covenants; debt repayment and funding; guarantees and our contractual obligations.

These forward-looking statements involve risks and uncertainties, many of which are beyond our control. Important factors that could cause actual results to differ materially from those described in our forward-looking statements include, but are not limited to, risks from operating globally and in emerging markets; changes in currency exchange rates, controls and restrictions; continued volatility of commodity and other input costs; weakness in economic conditions; weakness in consumer spending; pricing actions; unanticipated disruptions to our business; competition; failing to successfully complete the planned coffee business transactions on the anticipated timeframe; the transactions, the restructuring programs and our other transformation initiatives not yielding the anticipated benefits; changes in the assumptions on which the restructuring programs are based; protection of our reputation and brand image; management of our workforce; consolidation of retail customers and competition with retailer and other economy brands; changes in our relationships with suppliers or customers; legal, regulatory, tax or benefit law changes, claims or actions; strategic transactions; our ability to innovate and differentiate our products; significant changes in valuation factors that may adversely affect our impairment testing of goodwill and intangible assets; perceived or actual product quality issues or product recalls; failure to maintain effective internal control over financial reporting; volatility of capital or other markets; pension costs; use of information technology; our ability to protect our intellectual property and intangible assets; and a shift in our pre-tax income among jurisdictions, including the United States. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this prospectus supplement or the accompanying prospectus, except as required by applicable law or regulation.

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ABOUT MONDELĒZ INTERNATIONAL

We are one of the world s largest snack companies with global net revenues of $34.2 billion and earnings from continuing operations of $2.2 billion in 2014. We manufacture and market delicious snack food and beverage products for consumers in approximately 165 countries around the world. Our portfolio includes nine billion dollar brands *LU, Nabisco* and *Oreo* biscuits; *Cadbury*, *Cadbury Dairy Milk* and *Milka* chocolates; *Trident* gum; *Jacobs* coffee and *Tang* powdered beverages. Our portfolio includes 58 brands that each generated annual revenues of $100 million or more in 2014.

We are proud members of the NASDAQ 100 and Standard & Poor s 500. Our common stock trades on The NASDAQ Global Select Market under the symbol MDLZ.

We have been incorporated in the Commonwealth of Virginia since 2000. Our principal executive offices are located at Three Parkway North, Deerfield, IL 60093. Our telephone number is (847) 943-4000 and our Internet address is *www.mondelezinternational.com*. Except for the documents incorporated by reference in this prospectus supplement and the accompanying prospectus as described under the Incorporation by Reference heading in both the accompanying prospectus and this prospectus supplement, the information and other content contained on our website are not incorporated by reference in this prospectus supplement or the accompanying prospectus, and you should not consider them to be a part of this prospectus supplement or the accompanying prospectus.

CONCURRENT DEBT TENDER OFFER

On February 23, 2015, we commenced a cash tender offer (the Tender Offer) to purchase up to $2,000,000,000 of our outstanding 4.125% Notes due February 2016, our 6.500% Notes due August 2017, our 6.125% Notes due February 2018, our 6.125% Notes due August 2018, our 5.375% Notes due February 2020, our 6.500% Notes due November 2031, our 7.000% Notes due August 2037, our 6.875% Notes due February 2038, our 6.875% Notes due January 2039 and our 6.500% Notes due February 2040 (collectively, the Tender Offer Notes), subject to the completion of this offering, and other conditions. The consummation of this offering is not contingent upon the successful completion of the Tender Offer. We cannot assure you that the Tender Offer will be completed on the terms described in this prospectus supplement, or at all, nor can we assure you that the Tender Offer will result in any of the Tender Offer Notes subject to the Tender Offer being tendered and accepted for purchase. Nothing in this prospectus supplement shall be construed as an offer to purchase any of the outstanding Tender Offer Notes, as the Tender Offer is being made only to the recipients of, and upon the terms and conditions set forth in, the related offer to purchase and letter of transmittal. We may amend the Tender Offer in any respect in relation to one or more series of Tender Offer Notes.

CONCURRENT EURO NOTES OFFERING

On February 25, 2015, we announced an offering of 500,000,000 1.000% Notes due 2022, 750,000,000 1.625% Notes due 2027 and 750,000,000 2.375% Notes due 2035 (collectively, the euro notes), in an underwritten public offering pursuant to a separate prospectus supplement (the Concurrent Offering). Closing of the Concurrent Offering is subject to customary conditions precedent. The consummation of this offering is not contingent upon the successful completion of the Concurrent Offering. We cannot assure you that the Concurrent Offering will be completed. This prospectus supplement and the accompanying prospectus is not, and should not be construed as, an offering of any securities other than the notes offered hereby.

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SUMMARY OF THE OFFERING

The following summary contains basic information about this offering and the terms of the notes. It does not contain all the information that is important to you. For a more complete understanding of this offering and the terms of the notes, we encourage you to read this entire prospectus supplement, including the information under the caption Description of Notes, and the accompanying prospectus, including the information under the caption Description of Debt Securities, and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

Issuer	Mondelēz International, Inc.
Securities Offered	£450,000,000 aggregate principal amount of notes due 2045.
Maturity Date	March 6, 2045.
Interest Rate	The notes will bear interest from March 6, 2015 at the rate of 3.875% per annum, payable annually in arrears.
Interest Payment Dates	Annually on March 6 of each year, beginning on March 6, 2016.
Ranking	The notes will be our senior unsecured obligations and will: · rank equally in right of payment with all of our existing and future senior unsecured indebtedness; · rank senior in right of payment to all of our existing and future subordinated indebtedness; · be effectively subordinated in right of payment to all of our existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness; and · be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of each of our subsidiaries.

Currency of Payments	All payments of interest and principal, including payments made upon any redemption of the notes, will be made in sterling (or, if the United Kingdom adopts the euro as its lawful currency, in euro). If sterling (or, in the event the notes are redenominated into euro, euro) is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control (or, once redenominated into euro, the euro is no longer used by the member states of the

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	European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community), then all payments in respect of the notes will be made in U.S. dollars until sterling (or euro, as the case may be) is again available to us or so used. The amount payable on any date in sterling (or, in the event the notes are redenominated into euro, euro) will be converted into U.S. dollars on the basis of the most recently available market exchange rate for sterling (or euro, as the case may be). Any payments in respect of the notes so made in U.S. dollars will not constitute an event of default under the terms of the notes or the indenture.
Additional Amounts	Subject to certain exceptions and limitations set forth herein, we will pay additional amounts as may be necessary to ensure that every net payment on a note to a holder who is not a United States person, after deduction or withholding by us or any of our paying agents for or on account of any present or future tax, assessment or other governmental charge imposed upon or as a result of such payment by the United States or any political subdivision or taxing authority of the United States, will not be less than the amount provided in such note to be then due and payable. See Description of Notes Payment of Additional Amounts.
Optional Redemption	Prior to December 6, 2044 (the date that is three months prior to the scheduled maturity date for the notes), we may, at our option, redeem the notes, in whole at any time or in part from time to time, at a price equal to the greater of the principal amount of the notes to be redeemed or a make-whole amount, plus in either case, accrued and unpaid interest, if any, thereon to, but excluding, the redemption date. On or after December 6, 2044 (the date that is three months prior to the scheduled maturity date for the notes), we may, at our option, redeem the notes, in whole at any time or in part from time to time at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, thereon to, but excluding, the redemption date.

See Description of Notes Optional Redemption.

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Redemption of Notes for Tax Reasons

We may redeem all, but not part, of the notes upon the occurrence of specified tax events described under Description of Notes Redemption for Tax Reasons.

Change of Control

Upon the occurrence of both (i) a change of control of Mondelēz International 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 within a specified period, we 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. See Description of Notes Change of Control.

Covenants

We will issue the notes under an indenture containing covenants that restrict our ability, with significant exceptions, to:

· incur debt secured by liens above a certain threshold;

· engage in certain sale and leaseback transactions above a certain threshold; and

· consolidate, merge, convey or transfer our assets substantially as an entirety.

For more information about these covenants, please see the information under the caption Description of Debt Securities Restrictive Covenants in the accompanying prospectus.

Use of Proceeds

We expect to receive net proceeds of £446,476,500 ($691,502,803) from the sale of the notes offered hereby (based on a $/£ exchange rate of $1.5488/£1.00 as of February 25, 2015), before expenses but after deducting the underwriting discount. We intend to use the net proceeds from the sale of the offered notes, together with the net proceeds from the sale of the euro notes in the Concurrent Offering, for general corporate purposes, including to fund the Tender Offer.

Further Issues

We may from time to time, without notice to or the consent of the holders of the notes, create and issue further notes ranking equally and ratably with the notes in all respects, or in all respects except for the payment of interest accruing prior to the issue date or except for the first payment of interest following the issue date

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	of those further notes. Any further notes will have the same terms as to status, redemption or otherwise as the notes.
Form/Clearing System	The notes will be issued only in registered, book-entry form and deposited in global form with a common depositary for Euroclear and Clearstream in minimum denominations of £100,000 in principal amount and multiples of £1,000 in excess thereof.
Trustee	Deutsche Bank Trust Company Americas
Paying Agent	Deutsche Bank Trust Company Americas
Registrar and Transfer Agent	Deutsche Bank Trust Company Americas
Markets	The notes are offered for sale in those jurisdictions in the United States, Europe and Asia where it is legal to make such offers. See Underwriting Sales Outside the U.S.
Listing	We intend to apply to list the notes on the New York Stock Exchange.
Governing Law	The indenture governing the notes is, and the notes will be, governed by, and construed in accordance with, the laws of the State of New York.
ISIN	XS1197275966.
Common Code	119727596.
CUSIP	609207 AG0.

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RISK FACTORS

Investing in the notes involves various risks, including the risks described below, the risks described under Foreign Exchange Risks and in the documents we incorporate by reference herein. You should carefully consider these risks and the other information contained or incorporated by reference in this prospectus supplement before deciding to invest in the notes, including the risk factors incorporated by reference from our annual report on Form 10-K for the year ended December 31, 2014, as updated by our quarterly reports on Form 10-Q and other SEC filings filed after such annual report. Additional risks not currently known to us or that we currently believe are immaterial also may impair our business operations, financial condition and liquidity.

Active trading markets for the notes may not develop.

The notes are new issues of securities with no established trading markets. Although we intend to apply for listing of the notes for trading on the New York Stock Exchange, no assurance can be given that the notes will become or will remain listed. We cannot assure you trading markets for the notes will develop or of the ability of holders of the notes to sell their notes or of the prices at which holders may be able to sell their notes. The underwriters have advised us that they currently intend to make a market in the notes. However, the underwriters are not obligated to do so, and any market-making with respect to the notes may be discontinued, in their sole discretion, at any time without notice. If no active trading markets develop, you may be unable to resell the notes at any price or at their fair market value.

If trading markets do develop, changes in our ratings or the financial markets could adversely affect the market prices of the notes.

The market prices of the notes will depend on many factors, including, but not limited to, the following:

- ratings on our debt securities assigned by rating agencies;
- the time remaining until maturity of the notes;
- the prevailing interest rates being paid by other companies similar to us;
- our results of operations, financial condition and prospects; and
- the condition of the financial markets.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future, which could have an adverse effect on the market prices of the notes.

Rating agencies continually review the ratings they have assigned to companies and debt securities. Negative changes in the ratings assigned to us or our debt securities could have an adverse effect on the market prices of the notes.

Our credit ratings may not reflect all risks of your investments in the notes.

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes. These credit ratings may not reflect the potential impact of risks relating to the notes. Agency ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization. Each agency s rating should be evaluated independently of any other agency s rating.

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We may incur additional indebtedness and we are not subject to financial covenants.

The indenture governing the notes does not prohibit us from incurring additional unsecured indebtedness in the future. We are also permitted to incur additional secured indebtedness that would be effectively senior to the notes subject to the limitations described in the section entitled Description of Debt Securities Restrictive Covenants Limitations on Liens in the accompanying prospectus. If we incur additional debt or liabilities, our ability to pay our obligations on the notes could be adversely affected. We expect that we will from time to time incur additional debt and other liabilities. In addition, we are not restricted from paying dividends or issuing or repurchasing our securities under the indenture.

There are no financial covenants in the indenture, and our revolving credit facility agreement contains only limited covenants, which restrict our and our major subsidiaries ability to grant liens to secure indebtedness and our ability to effect mergers and sales of our and our subsidiaries properties and assets substantially as an entirety. As a result, you are not protected under the indenture in the event of a highly leveraged transaction, reorganization, a default under our existing indebtedness, restructuring, merger or similar transaction that may adversely affect you, except to the extent described under Description of Debt Securities Consolidation, Merger or Sale in the accompanying prospectus.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated. This information should be read in conjunction with the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus supplement.

	Year ended December 31,				
	2014	2013	2012	2011	2010
Ratio of earnings to fixed charges	3.6x	3.1x	1.7x	1.9x	1.3x

Earnings available for fixed charges represent earnings from continuing operations before income taxes, distributed income from equity investees, and fixed charges excluding capitalized interest, net of amortization. Fixed charges represent interest expense, including amortization of debt discount and debt issue expenses, capitalized interest and the portion of rental expense deemed to be the equivalent of interest. Interest expense excludes interest related to uncertain tax positions which has been included in the provision for income taxes.

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USE OF PROCEEDS

We expect to receive net proceeds of £446,476,500 ($691,502,803) from the sale of the notes offered hereby (based on a $/£ exchange rate of $1.5488/£1.00 as of February 25, 2015), before expenses but after deducting the underwriting discount. We intend to use the net proceeds from the sale of the offered notes, together with the net proceeds from the sale of the euro notes in the Concurrent Offering, for general corporate purposes, including to fund the Tender Offer.

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CAPITALIZATION

The following table sets forth our capitalization on a consolidated basis as of December 31, 2014. We have presented our capitalization:

- on an actual basis; and
- on an as adjusted basis to reflect:
  - the issuance of £450,000,000 (approximately $696,960,000 based on a $/£ exchange rate of $1.5488/£1.00 as of February 25, 2015) of notes offered hereby;
  - the issuance of 2,000,000,000 (approximately $2,269,200,000 based on a $/ exchange rate of $1.1346/ 1.00 as of February 25, 2015) of euro notes offered in the Concurrent Offering; and
  - the use of net proceeds (before expenses but after deducting the underwriting discount) from the issuance of notes offered hereby and the issuance of euro notes in the Concurrent Offering as described under the caption Use of Proceeds.

You should read the following table along with our financial statements and the accompanying notes to those statements, together with management s discussion and analysis of financial condition and results of operations, contained in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

	December 31, 2014	
	Actual	As Adjusted
	(in millions)	
Short-term borrowings, including current maturities	$ 2,835	$ 2,835
Notes due 2045 offered hereby [1]		697
Notes due 2022 offered in the Concurrent Offering[2]		567
Notes due 2027 offered in the Concurrent Offering[2]		851
Notes due 2035 offered in the Concurrent Offering[2]		851
Other long-term debt[3]	13,865	11,865
Total debt	**$ 16,700**	**$ 17,666**
Mondelēz International shareholders equity:		
Common Stock		
Additional paid-in capital	31,651	31,651
Retained earnings	14,529	14,529
Accumulated other comprehensive losses	(7,318)	(7,318)

Treasury stock, at cost	(11,112)	(11,112)
Total Mondelēz International shareholders equity	**27,750**	**27,750**
Total capitalization	**$ 44,450**	**$ 45,416**

(1) Converted based on a $/£ exchange rate of $1.5488/£1.00 as of February 25, 2015.
(2) Converted based on a $/ exchange rate of $1.1346/ 1.00 as of February 25, 2015.
(3) Other long-term debt as adjusted reflects the assumed cancellation of $2 billion in aggregate principal amount of Tender Offer Notes pursuant to the Tender Offer.

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FOREIGN EXCHANGE RISKS

Investors will have to pay for the notes in sterling. Principal and interest payments of the notes are payable by us in sterling. An investment in the notes which are denominated in, and all payments in respect of which are to be made in, a currency other than the currency of the country in which the purchaser is resident or the currency in which the purchaser conducts its business or activities (the home currency), entails significant risks not associated with a similar investment in a security denominated in the home currency. These include the possibility of:

- significant changes in rates of exchange between the home currency and sterling, and
- the imposition or modification of foreign exchange controls with respect to sterling.

We have no control over a number of factors affecting this type of note, including the current negotiations between Greece and the other members of the Eurozone regarding the Greek financial support package provided by the International Monetary Fund and the European Union, the European Central Bank s quantitative easing program and other economic, financial and political events that are important in determining the existence, magnitude and longevity of these risks and their results. In recent years, rates of exchange for certain currencies, including sterling, have been highly volatile and this volatility may be expected to continue in the future. Fluctuations in any particular exchange rate that have occurred in the past are not necessarily indicative of fluctuations in the rate that may occur during the term of the notes. Depreciation of sterling against the home currency could result in a decrease in the effective yield of the notes below the coupon rate, and in certain circumstances, could result in a loss to you on a home currency basis.

Initial holders will be required to pay for the notes in sterling, and all payments of interest and principal, including payments made upon any redemption of the notes, will be payable in sterling (or, if the United Kingdom adopts the euro as its lawful currency, in euro). If sterling (or, in the event the notes are redenominated into euro, euro) is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control (or, once redenominated into euro, the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community), then all payments in respect of the notes will be made in U.S. dollars until sterling (or euro, as the case may be) is again available to us or so used. The amount payable on any date in sterling (or, in the event the notes are redenominated into euro, euro) will be converted into U.S. dollars at the rate mandated by the U.S. Federal Reserve Board as of the close of business on the second business day prior to the relevant payment date or, in the event the U.S. Federal Reserve Board has not mandated a rate of conversion, on the basis of the then most recent U.S. dollar/sterling exchange rate published in The Wall Street Journal on or prior to the second business day prior to the relevant payment date, in each case as certified by us to the trustee and paying agent pursuant to an officers certificate. Any payment in respect of the notes so made in U.S. dollars will not constitute an event of default under the terms of the notes or the indenture. Neither the trustee nor the paying agent shall have any responsibility for any calculation or conversion in connection with the forgoing.

The notes will be governed by New York law. Under New York law, a New York state court rendering a judgment on the notes would be required to render the judgment in sterling. However, the judgment would be converted into U.S. dollars at the exchange rate prevailing on the date of entry of the judgment. Consequently, in a lawsuit for payment on the notes, investors would bear currency exchange risk until a New York state court judgment is entered, which could be a long time.

A U.S. federal court sitting in New York with diversity jurisdiction over a dispute arising in connection with the notes would apply the foregoing New York law. In U.S. federal or state courts outside of New York, investors may not be able to obtain a judgment in a currency other than U.S. dollars. For example, a judgment for money in an action based on the notes in many other U.S. federal or state courts ordinarily would be enforced in the United States only in U.S. dollars. The date used to determine the rate of conversion of sterling into U.S. dollars will depend upon various factors, including which court renders the judgment.

This description of foreign currency risks does not describe all the risks of an investment in securities denominated in a currency other than the home currency. You should consult your own financial and legal advisors as to the risks involved in an investment in the notes.

On February 25, 2015, the $/£ rate of exchange quoted by the Bank of England was $1.5488/£1.00.

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DESCRIPTION OF NOTES

The following description of the particular terms of the notes supplements the description of the general terms and provisions of the debt securities set forth under Description of Debt Securities beginning on page 7 of the accompanying prospectus. The accompanying prospectus contains a detailed summary of additional provisions of the notes and of the indenture, dated as of March 6, 2015, between Mondelēz International, Inc. and Deutsche Bank Trust Company Americas, as trustee, under which the notes will be issued. To the extent of any inconsistency, the following description replaces the description of the debt securities in the accompanying prospectus. Terms used in this prospectus supplement that are otherwise not defined will have the meanings given to them in the accompanying prospectus.

We will offer £450,000,000 principal amount of the 2045 Notes as a series of notes under the indenture.

Unless an earlier redemption has occurred, the entire principal amount of the notes will mature and become due and payable, together with any accrued and unpaid interest thereon, on March 6, 2045.

We will issue the notes in fully registered form only and in minimum denominations of £100,000 and integral multiples of £1,000 in excess thereof. We may issue definitive notes in the limited circumstances set forth in Certificated Notes below. If we issue definitive notes, principal of and interest on such notes will be payable in the manner described below, the transfer of our notes will be registrable, and our notes will be exchangeable for notes bearing identical terms and provisions, at the office of Deutsche Bank Trust Company Americas, the transfer agent and registrar for our notes, in New York, New York. The paying agent will be Deutsche Bank Trust Company Americas. However, payment of interest, other than interest at maturity, or upon redemption, may be made by check mailed to the address of the person entitled to the interest as it appears on the security register at the close of business on the regular record date corresponding to the relevant interest payment date. Notwithstanding this, (1) the depositary, as holder of our notes, or (2) a holder of more than £5 million in aggregate principal amount of notes in definitive form can require the paying agent to make payments of interest, other than interest due at maturity, or upon redemption, by wire transfer of immediately available funds into an account maintained by the holder in the United States, by sending appropriate wire transfer instructions as long as the paying agent receives the instructions not less than ten days prior to the applicable interest payment date. The principal and interest payable in U.S. dollars on such note at maturity, or upon redemption, will be paid by wire transfer of immediately available funds against presentation of a note at the office of the transfer agent and registrar.

Interest on the Notes

Each note we issue will bear interest at a rate of 3.875%.

Interest on the notes will accrue from March 6, 2015 and is payable annually in arrears on of each year, beginning on March 6, 2016; provided that if any such date (other than the maturity date or a date fixed for redemption) is not a business day, the interest payment date will be postponed to the next succeeding business day, and no interest will accrue as a result of such delayed payment on amounts payable from and after such interest payment date to the next succeeding business day.

Interest on the notes will be computed on the basis of the actual number of days in the period for which interest is being calculated and the actual number of days from and including the last date on which interest was paid on the notes (or March 6, 2015, if no interest has been paid on the notes) to, but excluding, the next scheduled interest payment date. This payment convention is referred to as ACTUAL/ACTUAL (ICMA) as defined in the rulebook of the International Capital Market Association.

We will pay or cause to be paid interest to persons in whose names the notes are registered at the close of business the business day before the interest payment date (or to the applicable depositary, as the case may be).

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If the maturity date or a date fixed for redemption is not a business day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding business day, in each case with the same force and effect as if made on the scheduled maturity date or such date fixed for redemption, and no interest shall accrue as a result of such delayed payment on amounts payable from and after the scheduled maturity date or such redemption date, as the case may be, to the next succeeding business day.

As used in this prospectus supplement, business day means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which commercial banks are authorized or required by law, regulation or executive order to close in New York or the place of payment, provided such day is also a London banking day and is a day on which the Trans-European Automated Real-time Gross Settlement Express Transfer system (the TARGET2 system), or any successor thereto, operates.

Issuance in Sterling

Initial holders of the notes will be required to pay for such notes in sterling, and principal, premium, if any, and interest payments in respect of such notes will be made in sterling.

If, on or after the date of this prospectus supplement, the United Kingdom adopts euro, in lieu of sterling, as its lawful currency, the notes will be redenominated in euro on a date determined by us, in our sole discretion, with a principal amount for each note equal to the principal amount of that note in sterling, converted into euro at the rate established by the applicable law; provided that, if we determine after consultation with the paying agent that the then current market practice in respect of redenomination into euro of internationally offered securities is different from the provisions described above, such provisions will be deemed to be amended so as to comply with such market practice and we will promptly notify the trustee or the paying agent of such deemed amendment. We will give 30 days notice of the redenomination date to the paying agent, the trustee, Euroclear and Clearstream.

If sterling (or, in the event such notes are redenominated into euro, euro) is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control (or, once redenominated into euro, the euro is no longer used by the member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community), then all payments in respect of such notes will be made in U.S. dollars until sterling (or euro, as the case may be) is again available to us or so used. The amount payable on any date in sterling (or, in the event such notes are redenominated into euro, euro) will be converted into U.S. dollars on the basis of the most recently available market exchange rate for sterling (or euro, as the case may be). Any payments in respect of such notes so made in U.S. dollars will not constitute an event of default under the terms of such notes or the indenture.

As used in this prospectus supplement, market exchange rate means the noon buying rate in The City of New York for cable transfers of sterling (or euro, as the case may be) as certified for customs purposes (or, if not so certified, as otherwise determined) by the Federal Reserve Bank of New York.

Investors will be subject to foreign exchange risks as to payments of principal, the redemption price (if any), additional amounts (if any) and interest that may have important economic and tax consequences to them. See Foreign Exchange Risks in this prospectus supplement.

General

In some circumstances, we may elect to discharge our obligations on the notes through full defeasance or covenant defeasance. See Description of Debt Securities Defeasance beginning on page 15 of the accompanying prospectus for more information.

We may, without the consent of the holders of the notes, issue additional notes having the same ranking and the same interest rate, maturity and other terms as the notes (except for the issue date, issue price, and, in some cases, the first payment of interest or interest accruing prior to the issue date

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of such additional notes). The additional notes may only be issued if they would be fungible with the notes for U.S. federal income tax purposes. Any additional notes having such similar terms, together with the notes offered by this prospectus, will constitute a single series of notes under the indenture. No additional notes may be issued if an event of default has occurred with respect to the notes.

We will not be required to make any mandatory redemption or sinking fund payments with respect to the notes. However, under certain circumstances, we may be required to offer to purchase notes as described under Change of Control below. We may at any time and from time to time purchase notes in the open market or otherwise.

Change of Control

If a Change of Control Triggering Event (as defined below) occurs, unless we have exercised our right to redeem the notes upon the occurrence of specified events as described below under Redemption for Tax Reasons, holders of notes will have the right to require us to repurchase all or any part (equal to £100,000 or an integral multiple of £1,000 in excess thereof) of their notes pursuant to the offer described below (the Change of Control Offer) on the terms set forth in the notes. In the Change of Control Offer, we will be required to offer payment in cash equal to 101% of the aggregate principal amount of notes repurchased plus accrued and unpaid interest, if any, on the notes repurchased, to the date of purchase (the Change of Control Payment). Within 30 days following any Change of Control Triggering Event, we will be required to mail a notice to holders of notes (with a copy to the trustee) describing the transaction or transactions that constitute the Change of Control Triggering Event and offering to repurchase the notes on the date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed (the Change of Control Payment Date), pursuant to the procedures required by the notes and described in such notice. We must comply with the requirements of Rule 14e-1 under the Securities Exchange Act of 1934, as amended (the Exchange Act) and any other securities laws and regulations thereunder to the extent those laws and regulations are applicable in connection with the repurchase of the notes as a result of a Change of Control Triggering Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control provisions of the notes, we will be required to comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control provisions of the notes by virtue of such conflicts.

On the Change of Control Payment Date, we will be required, to the extent lawful, to:

- accept for payment all notes or portions of notes properly tendered pursuant to the Change of Control Offer;
- deposit with the paying agent an amount equal to the Change of Control Payment in respect of all notes or portions of notes properly tendered; and
- deliver or cause to be delivered to the trustee the notes properly accepted together with an officers certificate stating the aggregate principal amount of notes or portions of notes being purchased.

The paying agent will promptly mail to each holder of notes properly tendered the purchase price for the notes, and the trustee will promptly authenticate and mail (or cause to be transferred by book-entry) to each holder a new note equal in principal amount to any unpurchased portion of any notes surrendered; provided that each new note will be in a principal amount of £100,000 or an integral multiple of £1,000 in excess thereof.

We will not be required to make an offer to repurchase the notes upon a Change of Control Triggering Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements