

Mondelez International, Inc.
Form SC 13D/A
March 17, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Mondelez International, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

609207105

(CUSIP Number)

Stephen Fraidin

Steve Milankov

Pershing Square Capital Management, L.P.

888 Seventh Avenue, 42nd Floor

New York, New York 10019

212-813-3700

With a Copy to:

Richard M. Brand

Cadwalader, Wickersham & Taft LLP

One World Financial Center

New York, NY 10281

212-504-5757

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 16, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but

shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

Pershing Square Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Number of 7 SOLE VOTING POWER

shares

beneficially NONE

8 SHARED VOTING POWER

owned by

each

88,197,225

reporting 9 SOLE DISPOSITIVE POWER

person

with NONE
10 SHARED DISPOSITIVE POWER

88,197,225
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,197,225
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.6% (1)
14 TYPE OF REPORTING PERSON

IA

(1) Calculated based on 1,568,858,264 shares of Class A common stock, no par value, of Mondelez International, Inc., outstanding as of February 12, 2016, as reported in Mondelez International, Inc.'s annual report on Form 10-K for the period ended December 31, 2015.

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1 NAME OF REPORTING PERSON

PS Management GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Number of 7 SOLE VOTING POWER

shares

beneficially NONE

8 SHARED VOTING POWER

owned by

each

88,197,225

reporting 9 SOLE DISPOSITIVE POWER

person

with NONE
10 SHARED DISPOSITIVE POWER

88,197,225
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,197,225
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.6% (2)
14 TYPE OF REPORTING PERSON

OO

(2) Calculated based on 1,568,858,264 shares of Class A common stock, no par value, of Mondelez International, Inc., outstanding as of February 12, 2016, as reported in Mondelez International, Inc.'s annual report on Form 10-K for the period ended December 31, 2015.

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1 NAME OF REPORTING PERSON

William A. Ackman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of 7 SOLE VOTING POWER

shares

beneficially NONE

8 SHARED VOTING POWER

owned by

each

88,197,225

reporting 9 SOLE DISPOSITIVE POWER

person

with NONE
10 SHARED DISPOSITIVE POWER

88,197,225
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,197,225
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.6% (3)
14 TYPE OF REPORTING PERSON

IN

(3) Calculated based on 1,568,858,264 shares of Class A common stock, no par value, of Mondelez International, Inc., outstanding as of February 12, 2016, as reported in Mondelez International, Inc.'s annual report on Form 10-K for the period ended December 31, 2015.

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This Amendment No. 2 to Schedule 13D (this Amendment No. 2) amends and supplements the statement on Schedule 13D (the Original Schedule 13D), filed on August 6, 2015 (the Original Schedule 13D, as amended and supplemented through the date of this Amendment No. 2, the Schedule 13D), by Pershing Square Capital Management, L.P., a Delaware limited partnership (Pershing Square); PS Management GP, LLC, a Delaware limited liability company (PS Management); and William A. Ackman, a citizen of the United States of America (together with Pershing Square and PS Management, the Reporting Persons), relating to the Class A common stock, no par value (the Common Stock), of Mondelez International, Inc., a Virginia corporation (the Issuer). Capitalized terms used but not defined in this amendment shall have the meanings set forth in the Schedule 13D.

Except as specifically amended by this Amendment No. 2, the Schedule 13D is unchanged.

ITEM 1. SECURITY AND ISSUER

Item 1 of the Schedule 13D is hereby amended and supplemented to add the following information:

As of March 16, 2016, the Reporting Persons beneficially own an aggregate of 88,197,225 shares of Common Stock (the Subject Shares), which number includes: (i) 22,942,225 shares of Common Stock, and (ii) 65,255,000 shares of Common Stock underlying American-style call options.

The Subject Shares represent approximately 5.6% of the issued and outstanding shares of Common Stock of the Issuer.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented to add the following information:

The Reporting Persons reduced their stake in the Issuer because the stake had become an outsized position of their portfolio in light of its initially large size and its outperformance relative to other holdings.

The Reporting Persons are reducing the position size for portfolio management purposes only.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following information:

Exhibit 99.7, which is incorporated by reference into this Item 5(c) as if restated in full, describes all of the transactions in the Common Stock or derivatives relating to Common Stock that were effected in the past 60 days by the Reporting Persons for the benefit of the Pershing Square Funds. Except as set forth in Exhibit 99.7 attached hereto, no reportable transactions were effected by any Reporting Person within the last 60 days.

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ITEM 7. MATERIAL TO BE FILED AS AN EXHIBIT

Item 7 of the Schedule 13D is hereby amended and supplemented by adding a reference to the following exhibit:

Exhibit 99.7 Trading data.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: March 16, 2016

**PERSHING SQUARE CAPITAL
MANAGEMENT, L.P.**

By: PS Management GP, LLC, its General
Partner

By: /s/ William A. Ackman
William A. Ackman
Managing Member

PS MANAGEMENT GP, LLC

By: /s/ William A. Ackman
William A. Ackman
Managing Member

/s/ William A. Ackman
William A. Ackman

EXHIBIT INDEX

| Exhibit | Description |
|--------------|--|
| Exhibit 99.1 | Joint Filing Agreement, dated as of August 6, 2015, among Pershing Square Capital Management, L.P., PS Management GP, LLC and William A. Ackman. * |
| Exhibit 99.2 | Trading data.* |
| Exhibit 99.3 | Form of Forward Purchase Contract.* |
| Exhibit 99.4 | Form of Call Option Contract.* |
| Exhibit 99.5 | Form of Amendment to Forward Purchase Contract.* |
| Exhibit 99.6 | Trading data.* |
| Exhibit 99.7 | Trading data. |

* Previously filed.