

Mondelez International, Inc.
Form DEFA14A
March 28, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Mondelez International, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Shareholder Meeting to Be Held on May 17, 2017.**

MONDELÉZ INTERNATIONAL, INC.

MONDELÉZ INTERNATIONAL, INC.

THREE PARKWAY NORTH

SUITE 300

DEERFIELD, IL 60015

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 8, 2017

Date: May 17, 2017 **Time:** 9:00 a.m. CDT

Location: NOAH S Event Venue

200 Barclay Boulevard
Lincolnshire, Illinois 60069

You are receiving this communication because you hold shares in the company named above.

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This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy

(see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 3, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many annual shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Shareholder Meeting Registration: To vote and/or register to attend the meeting, go to the Register for Meeting link at *www.proxyvote.com*.

Voting Items

Company Proposals:

The Board of Directors recommends you vote FOR

each of the nominees listed in Proposal 1 below and FOR Proposals 2 and 3:

1. Election of Directors.

Nominees:

1a. Lewis W.K. Booth

1b. Charles E. Bunch

1c. Lois D. Juliber

1d. Mark D. Ketchum

1e. Jorge S. Mesquita

1f. Joseph Neubauer

1g. Nelson Peltz

1h. Fredric G. Reynolds

1i. Irene B. Rosenfeld

1j. Christiana S. Shi

1k. Patrick T. Siewert

1l. Ruth J. Simmons

1m. Jean-François M. L. van Boxmeer

2. Ratification of PricewaterhouseCoopers LLP as Independent Registered Public Accountants for Fiscal Year Ending December 31, 2017.
3. Advisory Vote to Approve Executive Compensation.

The Board of Directors recommends you vote for 1 YEAR with respect to the following proposal:

4. Advisory Vote on the Frequency of Future Advisory Votes to Approve Executive Compensation.

Shareholder Proposals:

The Board of Directors recommends you vote AGAINST the following proposals:

5. Report on Non-Recyclable Packaging.
6. Create a Committee to Prepare a Report Regarding the Impact of Plant Closures on Communities and Alternatives.

NOTE: Such other business as may properly come before the meeting or any postponement or adjournment thereof.

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