

Mondelez International, Inc.  
Form FWP  
December 04, 2013

**Filed Pursuant to Rule 433**

**Relating to Preliminary Prospectus Supplement dated December 4, 2013**

**To Prospectus dated February 28, 2011**

**Registration Statement No. 333-172488**

**Pricing Term Sheet**

**MONDELÉZ INTERNATIONAL, INC.**

**Pricing Term Sheet**

**400,000,000 Floating Rate Notes due 2015**

**750,000,000 1.125% Notes due 2017**

**1,250,000,000 2.375% Notes due 2021**

**Summary of Terms**

Issuer:	Mondelez International, Inc. ( MDLZ )
Offering Format:	SEC Registered
Title of Securities:	Floating Rate Notes due 2015 (the Floating Rate Notes )  1.125% Notes due 2017 (the 2017 Notes )  2.375% Notes due 2021 (the 2021 Notes and, together with the 2017 Notes, the Fixed Rate Notes )
Size:	400,000,000 for the Floating Rate Notes  750,000,000 for the 2017 Notes  1,250,000,000 for the 2021 Notes
Maturity Date:	June 11, 2015 for the Floating Rate Notes  January 26, 2017 for the 2017 Notes  January 26, 2021 for the 2021 Notes
Issue Price (Price to Public):	100% for the Floating Rate Notes  99.655% for the 2017 Notes

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	99.196% for the 2021 Notes
Underwriting Discount:	15 bps for the Floating Rate Notes
	25 bps for the 2017 Notes
	35 bps for the 2021 Notes
Net proceeds to Issuer, before expenses:	399,400,000 for the Floating Rate Notes
	745,537,500 for the 2017 Notes
	1,235,575,000 for the 2021 Notes
Interest Rate Index for the Floating Rate Notes:	Three-month EURIBOR (Reuters Page EURIBOR 01)
Spread to Index for the Floating Rate Notes:	+ 50 bps
Interest Payment and Reset Dates for the Floating Rate Notes:	Quarterly on March 11, June 11, September 11 and December 11, commencing March 11, 2014 to the Maturity Date.
Interest Determination Dates for the Floating Rate Notes:	Quarterly, two TARGET System Days prior to the applicable Interest Reset Date. With respect to the initial interest period, the Interest Determination Date shall be December 9, 2013.

Benchmark Government Security:	OBL 0.75% due February, 2017 for the 2017 Notes
	DBR 2.25% due September, 2020 for the 2021 Notes
Benchmark Government Security Yield:	0.342% for the 2017 Notes
	1.125% for the 2021 Notes
Spread to Benchmark Government Security	+ 89.6 bps for the 2017 Notes
	+ 137.4 bps for the 2021 Notes
Mid Swaps Yield:	0.658% for the 2017 Notes
	1.569% for the 2021 Notes
Spread to Mid Swaps:	+ 58 bps for the 2017 Notes
	+ 93 bps for the 2021 Notes
Yield to Maturity:	1.238% for the 2017 Notes
	2.499% for the 2021 Notes
Coupon:	1.125% for the 2017 Notes
	2.375% for the 2021 Notes
Interest Payment Date for the Fixed Rate Notes:	Annually on January 26, commencing January 26, 2015 to the Maturity Date.
Day Count Convention:	Actual/360 for the Floating Rate Notes
	Actual/Actual (ICMA) for the Fixed Rate Notes
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., Standard & Poor's Ratings Services and Fitch, Inc. 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.
Trade Date:	December 4, 2013
Settlement Date:	December 11, 2013 (T+5)
Listing:	MDLZ intends to apply to list the Floating Rate Notes and the Fixed Rate 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.
Common Code/ISIN:	100324199 / XS1003241996 for the Floating Rate Notes
	100325101 / XS1003251011 for the 2017 Notes

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100325144 / XS1003251441 for the 2021 Notes

Denominations:

100,000 x 1,000

Anticipated Long-Term Senior  
Unsecured Debt Ratings\*:

Moody s: Baa1 (stable)

S&P: BBB- (stable)

Fitch: BBB (stable)

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:

*Joint Book-Running Managers:*

Credit Suisse Securities (Europe) Limited

HSBC Bank plc

Merrill Lynch International

Goldman, Sachs & Co.

J.P. Morgan Securities plc

Société Générale

*Co-Managers:*

Banca IMI S.p.A.

Banco Bilbao Vizcaya Argentaria, S.A.

Crédit Agricole Corporate and Investment Bank

Mitsubishi UFJ Securities International plc

Mizuho International plc

Santander Investment Securities Inc.

UBS Limited

\*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 Web site 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 or +44 (0) 20 7888 4021, HSBC Bank plc at +1 866 811 8049 or +44 (0) 20 7991 8888 or Merrill Lynch International at +1 800 294 1322.**