

Mondelez International, Inc.
 Form 4
 September 17, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mondelez International, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Keurig Dr Pepper Inc. [KDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 THREE PARKWAY NORTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

DEERFIELD, IL 60015

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock ⁽¹⁾ | 09/13/2018 | | A | | 13,262 ⁽²⁾ | A | \$ 0 |
| Common Stock | | | | | 13,262 | I | |
| Common Stock | | | | | 191,631,181 | D | |

See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mondelez International, Inc. THREE PARKWAY NORTH DEERFIELD, IL 60015 | X | X | | |

Signatures

/s/ Carol J. Ward, Vice President and Corporate Secretary 09/17/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Dirk Van de Put and Gerhard Pleuhs (the "Director Nominees") are officers of Mondelez International, Inc. ("Mondelez International") and serve on the Board of Directors of Keurig Dr Pepper Inc. ("KDP"). On September 13, 2018, KDP granted to the Director Nominees, in their capacities as directors of KDP, an aggregate of 13,262 restricted stock units. The Director Nominees have agreed that they will not receive any separate compensation for serving as directors of KDP and will transfer to Mondelez International any director compensation they receive from KDP, including any awards made pursuant to grants of restricted stock units.
- Restricted stock units granted under KDP's Omnibus Stock Incentive Plan of 2009, as amended. Each restricted stock unit represents a contingent right to receive one share of KDP Common Stock. The restricted stock unit grant for each Director Nominee vests in one installment on September 13, 2023 and will be settled in shares of KDP Common Stock on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.