

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-09** | Period of Report: **2013-01-09**  
SEC Accession No. [0001193125-13-007678](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

**Kraft Foods Group, Inc.**

CIK: **1545158** | IRS No.: **363083135** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-35491** | Film No.: **13519567**  
SIC: **2000** Food and kindred products

Mailing Address  
*THREE LAKES DRIVE  
NORTHFIELD IL 60093*

Business Address  
*THREE LAKES DRIVE  
NORTHFIELD IL 60093  
847-646-2000*

---

---

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

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 9, 2013**

---

**KRAFT FOODS GROUP, INC.**

(Exact name of registrant as specified in its charter)

---

**Commission File Number: 1-35491**

**Virginia**  
(State or other jurisdiction  
of incorporation)

**36-3083135**  
(I.R.S. Employer  
Identification No.)

**Three Lakes Drive, Northfield, Illinois 60093-2753**  
(Address of principal executive offices, including zip code)

**(847) 646-2000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

---

**Item 7.01. Regulation FD Disclosure.**

On January 9, 2013, Kraft Foods Group, Inc. issued a press release announcing that it has extended its offer to exchange (the “Exchange Offer”) up to \$9,600,000,000 aggregate principal amount of its (i) new \$1,000,000,000 1.625% Notes due 2015, (ii) new \$1,000,000,000 2.250% Notes due 2017, (iii) new \$1,034,657,000 6.125% Notes due 2018, (iv) new \$900,000,000 5.375% Notes due 2020, (v) new \$2,000,000,000 3.500% Notes due 2022, (vi) new \$877,860,000 6.875% Notes due 2039, (vii) new \$787,483,000 6.500% Notes due 2040, and (viii) new \$2,000,000,000 5.000% Notes due 2042 for a like principal amount of its (i) outstanding \$1,000,000,000 1.625% Notes due 2015, (ii) outstanding \$1,000,000,000 2.250% Notes due 2017, (iii) outstanding \$1,034,657,000 6.125% Notes due 2018, (iv) outstanding \$900,000,000 5.375% Notes due 2020, (v) outstanding \$2,000,000,000 3.500% Notes due 2022, (vi) outstanding \$877,860,000 6.875% Notes due 2039, (vii) outstanding \$787,483,000 6.500% Notes due 2040, and (viii) outstanding \$2,000,000,000 5.000% Notes due 2042. The Exchange Offer will now expire at 5:00 p.m., Eastern time, on January 14, 2013, unless further extended by Kraft. A copy of the press release is furnished as Exhibit 99.1 to this current report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibit is being furnished with this Current Report on Form 8-K.

**Exhibit Number****Description**

99.1	Kraft Foods Group, Inc. Press Release, dated January 9, 2013.
------	---

---

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **KRAFT FOODS GROUP, INC.**

By: /s/ Kim K. W. Rucker

Name: Kim K. W. Rucker

Title: Executive Vice President, Corporate  
& Legal Affairs, General Counsel  
and Corporate Secretary

Date: January 9, 2013



**Contacts:** Leslie Sutton (media)  
847-646-4538  
[news@kraftfoods.com](mailto:news@kraftfoods.com)

Christopher Jakubik, CFA (investors)  
847-646-5494  
[ir@kraftfoods.com](mailto:ir@kraftfoods.com)

### KRAFT FOODS GROUP ANNOUNCES EXTENSION OF EXCHANGE OFFER

<i>New \$1,000,000,000 1.625% Notes due 2015</i>	<i>for \$1,000,000,000 1.625% Notes due 2015</i>
<i>New \$1,000,000,000 2.250% Notes due 2017</i>	<i>for \$1,000,000,000 2.250% Notes due 2017</i>
<i>New \$1,034,657,000 6.125% Notes due 2018</i>	<i>for \$1,034,657,000 6.125% Notes due 2018</i>
<i>New \$900,000,000 5.375% Notes due 2020</i>	<i>for \$900,000,000 5.375% Notes due 2020</i>
<i>New \$2,000,000,000 3.500% Notes due 2022</i>	<i>for \$2,000,000,000 3.500% Notes due 2022</i>
<i>New \$877,860,000 6.875% Notes due 2039</i>	<i>for \$877,860,000 6.875% Notes due 2039</i>
<i>New \$787,483,000 6.500% Notes due 2040</i>	<i>for \$787,483,000 6.500% Notes due 2040</i>
<i>New \$2,000,000,000 5.000% Notes due 2042</i>	<i>for \$2,000,000,000 5.000% Notes due 2042</i>

NORTHFIELD, Ill. - Jan. 9, 2013 - Kraft Foods Group, Inc. (NASDAQ: KRFT) announced today that it will extend its offer to exchange (the "Exchange Offer") up to \$9,600,000,000 aggregate principal amount of its (i) new \$1,000,000,000 1.625% Notes due 2015, (ii) new \$1,000,000,000 2.250% Notes due 2017, (iii) new \$1,034,657,000 6.125% Notes due 2018, (iv) new \$900,000,000 5.375% Notes due 2020, (v) new \$2,000,000,000 3.500% Notes due 2022, (vi) new \$877,860,000 6.875% Notes due 2039, (vii) new \$787,483,000 6.500% Notes due 2040, and (viii) new \$2,000,000,000 5.000% Notes due 2042 (collectively, the "Exchange Notes") for a like principal amount of its (i) outstanding \$1,000,000,000 1.625% Notes due 2015 (the "Outstanding 2015 Notes"), (ii) outstanding \$1,000,000,000 2.250% Notes due 2017 (the "Outstanding 2017 Notes"), (iii) outstanding \$1,034,657,000 6.125% Notes due 2018 (the "Outstanding 2018 Notes"), (iv) outstanding \$900,000,000 5.375% Notes due 2020 (the "Outstanding 2020 Notes"), (v) outstanding \$2,000,000,000 3.500% Notes due 2022 (the "Outstanding 2022 Notes"), (vi) outstanding \$877,860,000 6.875% Notes due 2039 (the "Outstanding 2039 Notes"), (vii) outstanding \$787,483,000 6.500% Notes due 2040 (the "Outstanding 2040 Notes"), and (viii) outstanding \$2,000,000,000 5.000% Notes due 2042 (the "Outstanding 2042 Notes"). All other terms of the Exchange Offer, as described in the prospectus dated Dec. 7, 2012, remain unchanged.

---

The Exchange Offer was scheduled to expire at 5:00 p.m., Eastern time, on Jan. 8, 2013. As of this date, tenders of (i) \$997,440,000, or 99.7%, of the Outstanding 2015 Notes, (ii) \$999,140,000, or 99.9%, of the Outstanding 2017 Notes, (iii) \$1,033,482,000, or 99.9%, of the Outstanding 2018 Notes, (iv) \$899,012,000, or 99.9%, of the Outstanding 2020 Notes, (v) \$1,995,820,000, or 99.8%, of the Outstanding 2022 Notes, (vi) \$875,627,000, or 99.7%, of the Outstanding 2039 Notes, (vii) \$787,156,000, or 99.9%, of the Outstanding 2040 Notes, and (viii) \$1,966,700,000, or 98.3%, of the Outstanding 2042 Notes have been received. The Exchange Offer will now expire at 5:00 p.m., Eastern time, on Jan. 14, 2013, unless further extended by Kraft.

### **Additional Information**

This release is for informational purposes only and is neither an offer to exchange, nor a solicitation of an offer to sell, the Exchange Notes. The Exchange Offer is made pursuant to the prospectus dated Dec. 7, 2012, including any supplements thereto. The Exchange Offer is not being made to holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

### **ABOUT KRAFT FOODS GROUP**

Kraft Foods Group, Inc. (NASDAQ: KRFT) is North America's fourth largest consumer packaged food and beverage company, with revenues of approximately \$19 billion in 2011. Launched as a public and independent company on Oct. 1, 2012, the new Kraft has the spirit of a startup and the soul of a powerhouse. The company has an unrivaled portfolio of products in the beverages, cheese, refrigerated meals and grocery categories. Its iconic brands include *Kraft*, *Maxwell House*, *Oscar Mayer*, *Planters* and *JELL-O*. Kraft's 25,000 employees in the U.S. and Canada have a passion for making the foods and beverages people love. Kraft Foods Group is a member of the Standard & Poor's 500 index. For more information, visit [www.kraft.com](http://www.kraft.com) and [www.facebook.com/kraft](http://www.facebook.com/kraft).

---

## **FORWARD-LOOKING STATEMENTS**

This press release contains forward-looking statements including regarding the timing of the Exchange Offer. The word “will” and similar expressions are intended to identify the forward-looking statements. These forward-looking statements involve risks and uncertainties, many of which are beyond Kraft’s control, and important factors could cause Kraft’s actual results to differ materially from those in the forward-looking statements. For additional information on factors that could affect the forward-looking statements, see Kraft’s risk factors, as they may be amended from time to time, set forth in Kraft’s filings with the SEC, including its Registration Statement on Form 10. Kraft disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release except as required by applicable law or regulation.

## **OFFERING RESTRICTIONS**

This release does not constitute an invitation to participate in the Exchange Offer in any jurisdiction in which, or to any person to or from which, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this release in certain jurisdictions may be restricted by law. Persons into whose possession this release or the prospectus come are required to inform themselves about, and to observe, any such restrictions.

###