

KRAFT FOODS INC
Form 8-K
August 02, 2012

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): August 2, 2012

KRAFT FOODS INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-16483
(Commission
File Number)

52-2284372
(I.R.S. Employer
Identification No.)

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Three Lakes Drive, Northfield, Illinois
(Address of Principal executive offices)

60093-2753
(Zip Code)

Registrant's Telephone number, including area code: (847) 646-2000

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 4, 2011, we announced that our Board of Directors intends to create two independent public companies: (i) a global snacks business, Mondelez International, Inc. (Mondelez International) and (ii) a North American grocery business, Kraft Foods Group, Inc. (Kraft Foods Group). Mondelez International will primarily consist of our current Kraft Foods Europe and Developing Markets segments as well as our North American snack and confectionery businesses and related categories in our Canada & N.A. Foodservice segment. Kraft Foods Group will primarily consist of our current U.S. Beverages, U.S. Cheese, U.S. Convenient Meals and U.S. Grocery segments, grocery-related categories in our Canada & N.A. Foodservice segment as well as the *Planters* and *Corn Nuts* brands and businesses.

On August 2, 2012, we announced the composition of the boards of directors for the two independent companies that will be launched at the spin-off of Kraft Foods Group, targeted for October 1, 2012.

Following are the directors who will serve on each company's board:

Mondelez International

Kraft Foods Group

Stephen F. Bollenbach

Abelardo E. Bru

Lewis W. K. Booth

John T. Cahill

Lois D. Juliber

L. Kevin Cox

Mark D. Ketchum

Myra M. Hart

Jorge S. Mesquita

Peter B. Henry

Fredric G. Reynolds

Jeanne P. Jackson

Irene B. Rosenfeld

Terry J. Lundgren

Ruth J. Simmons

Mackey J. McDonald

Jean-François van Boxmeer

John C. Pope

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E. Follin Smith

W. Anthony Vernon

Current Kraft Foods Inc. directors Myra M. Hart, Peter B. Henry, Terry J. Lundgren, Mackey J. McDonald and John C. Pope provided notice of their decision to resign from our board in order to serve on the board of Kraft Foods Group. Their decision to resign is conditioned on, and effective as of, the spin-off of Kraft Foods Group, targeted for October 1, 2012.

A copy of our press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

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

Exhibit Number	Description
99.1	Kraft Foods Inc. Press Release, dated August 2, 2012.

SIGNATURE

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 INC.

Date: August 2, 2012

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary