

Edgar Filing: SEABOARD CORP /DE/ - Form 8-K

SEABOARD CORP /DE/
Form 8-K
August 09, 2011

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 9, 2011

Seaboard Corporation
(Exact name of registrant as specified in its charter)

Delaware	1-3390	04-2260388
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

9000 W. 67th Street, Shawnee Mission, Kansas	66202
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (913) 676-8800

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:

- 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 2.02 Results of Operations and Financial Condition

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On August 9, 2011, Registrant issued a press release announcing earnings for the quarter ended July 2, 2011. The full text of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to Item 2.02, and the related press release included as Exhibit 99.1 to this Current Report, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Registrant hereby furnishes the following exhibit pursuant to Item 2.02:

99.1 Press release of Seaboard Corporation dated August 9, 2011 announcing earnings for the quarter ended July 2, 2011.

1

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 thereunto duly authorized.

DATE: August 9, 2011

Seaboard Corporation

by: /s/ Robert L. Steer
Robert L. Steer, Executive Vice President,
Chief Financial Officer

2

imes New Roman" ALIGN="center">of incorporation or organization)

52-2284372

(I.R.S. Employer

Identification No.)

Three Parkway North, Deerfield, Illinois

(Address of Principal Executive Offices)

60015

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
2.375% Notes due 2021	The Nasdaq Stock Market LLC
1.000% Notes due 2022	The Nasdaq Stock Market LLC
1.625% Notes due 2023	The Nasdaq Stock Market LLC
1.625% Notes due 2027	The Nasdaq Stock Market LLC
2.375% Notes due 2035	The Nasdaq Stock Market LLC
4.500% Notes due 2035	The Nasdaq Stock Market LLC
3.875% Notes due 2045	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

_____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

2.375% Notes due 2021

Mondelēz International, Inc., a Virginia corporation (the *Company*), issued its 2.375% Notes due 2021 (the *2021 Notes*) under the Indenture dated as of October 17, 2001, between the Company and Deutsche Bank Trust Company Americas (as successor trustee to The Bank of New York and The Chase Manhattan Bank), as trustee (a copy of which is incorporated herein by reference to Exhibit 4.1 hereto), as supplemented by a Supplemental Indenture, dated December 11, 2013, by and among the Company, Deutsche Bank Trust Company Americas, Deutsche Bank AG, London Branch and Deutsche Bank Luxembourg S.A. (a copy of which is incorporated by reference to Exhibit 4.2 hereto).

The description under the heading *Description of Notes* relating to the 2021 Notes in the Prospectus Supplement dated December 4, 2013 and under the heading *Description of Debt Securities* in the accompanying Prospectus dated February 28, 2011 included in the Company's Registration Statement on Form S-3, File No. 333-172488, filed with the Securities and Exchange Commission (the *Commission*) on February 28, 2011, is incorporated herein by reference. The Form of 2021 Notes is incorporated herein by reference to Exhibit 4.3 hereto.

1.000% Notes due 2022

The Company issued its 1.000% Notes due 2022 (the *2022 Notes*) under the Indenture dated as of March 6, 2015 (the *2015 Indenture*), between the Company and Deutsche Bank Trust Company Americas, as trustee (a copy of which is incorporated herein by reference to Exhibit 4.4 hereto), as supplemented and modified in respect of the 2022 Notes by an officers' certificate of the Company under Section 301 of the 2015 Indenture (a copy of which is incorporated by reference to Exhibit 4.5 hereto).

The description under the heading *Description of Notes* relating to the 2022 Notes in the Prospectus Supplement dated February 25, 2015 and under the heading *Description of Debt Securities* in the accompanying Prospectus dated March 5, 2014 included in the Company's Registration Statement on Form S-3, File No. 333-194330, filed with the Commission on March 5, 2014, is incorporated herein by reference. The Form of 2022 Notes is incorporated herein by reference to Exhibit 4.6 hereto.

1.625% Notes due 2023

The Company issued its 1.625% Notes due 2023 (the *2023 Notes*) under the 2015 Indenture (a copy of which is incorporated herein by reference to Exhibit 4.4 hereto), as supplemented and modified in respect of the 2023 Notes by an officers' certificate of the Company under Section 301 of the 2015 Indenture (a copy of which is incorporated by reference to Exhibit 4.7 hereto).

The description under the heading *Description of Notes* relating to the 2023 Notes in the Prospectus Supplement dated January 13, 2016 and under the heading *Description of Debt Securities* in the accompanying Prospectus dated March 5, 2014 included in the Company's Registration Statement on Form S-3, File No. 333-194330, filed with the Commission on March 5, 2014, is incorporated herein by reference. The Form of 2023 Notes is incorporated herein by reference to Exhibit 4.8 hereto.

1.625% Notes due 2027

The Company issued its 1.625% Notes due 2027 (the 2027 Notes) under the 2015 Indenture (a copy of which is incorporated herein by reference to Exhibit 4.4 hereto), as supplemented and modified in respect of the 2027 Notes by an officers certificate of the Company under Section 301 of the 2015 Indenture (a copy of which is incorporated by reference to Exhibit 4.9 hereto).

The description under the heading Description of Notes relating to the 2027 Notes in the Prospectus Supplement dated February 25, 2015 and under the heading Description of Debt Securities in the accompanying Prospectus dated March 5, 2014 included in the Company s Registration Statement on Form S-3, File No. 333-194330, filed with the Commission on March 5, 2014, is incorporated herein by reference. The Form of 2027 Notes is incorporated herein by reference to Exhibit 4.10 hereto.

2.375% Notes due 2035

The Company issued its 2.375% Notes due 2035 (the March 2035 Notes) under the 2015 Indenture (a copy of which is incorporated herein by reference to Exhibit 4.4 hereto), as supplemented and modified in respect of the March 2035 Notes by an officers certificate of the Company under Section 301 of the 2015 Indenture (a copy of which is incorporated by reference to Exhibit 4.11 hereto).

The description under the heading Description of Notes relating to the March 2035 Notes in the Prospectus Supplement dated February 25, 2015 and under the heading Description of Debt Securities in the accompanying Prospectus dated March 5, 2014 included in the Company s Registration Statement on Form S-3, File No. 333-194330, filed with the Commission on March 5, 2014, is incorporated herein by reference. The Form of March 2035 Notes is incorporated herein by reference to Exhibit 4.12 hereto.

4.500% Notes due 2035

The Company issued its 4.500% Notes due 2035 (the December 2035 Notes) under the 2015 Indenture (a copy of which is incorporated herein by reference to Exhibit 4.4 hereto), as supplemented and modified in respect of the December 2035 Notes by an officers certificate of the Company under Section 301 of the 2015 Indenture (a copy of which is incorporated by reference to Exhibit 4.13 hereto).

The description under the heading Description of Notes relating to the December 2035 Notes in the Prospectus Supplement dated November 17, 2015 and under the heading Description of Debt Securities in the accompanying Prospectus dated March 5, 2014 included in the Company s Registration Statement on Form S-3, File No. 333-194330, filed with the Commission on March 5, 2014, is incorporated herein by reference. The Form of December 2035 Notes is incorporated herein by reference to Exhibit 4.14 hereto.

3.875% Notes due 2045

The Company issued its 3.875% Notes due 2045 (the 2045 Notes) under the 2015 Indenture (a copy of which is incorporated herein by reference to Exhibit 4.4 hereto), as supplemented and modified in respect of the 2045 Notes by an officers certificate of the Company under Section 301 of the 2015 Indenture (a copy of which is incorporated by reference to Exhibit 4.15 hereto).

The description under the heading Description of Notes relating to the 2045 Notes in the Prospectus Supplement dated February 25, 2015 and under the heading Description of Debt Securities in the accompanying Prospectus dated March 5, 2014 included in the Company s Registration Statement on Form S-3, File No. 333-194330, filed with the Commission on March 5, 2014, is incorporated herein by reference. The Form of 2045 Notes is incorporated herein by reference to Exhibit 4.16 hereto.

Item 2. Exhibits.

In accordance with the Instructions as to Exhibits for Form 8-A, copies of all constituent instruments defining the rights of the holders of each class of debt securities described in Item 1 herein are filed as exhibits hereto.

Exhibit

Number

Description

- 4.1 Indenture, dated October 17, 2001, between Mondelēz International, Inc. and Deutsche Bank Trust Company Americas (as successor trustee to The Bank of New York and The Chase Manhattan Bank), as trustee (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-3, File No. 333-86478, filed with the Commission on April 18, 2002).
- 4.2 Supplemental Indenture, dated December 11, 2013, by and among Mondelēz International, Inc., Deutsche Bank Trust Company Americas, Deutsche Bank AG, London Branch and Deutsche Bank Luxembourg S.A. (incorporated by reference to Exhibit 4.2 to Mondelēz International, Inc.'s Current Report on Form 8-K filed with the Commission on December 11, 2013).
- 4.3 Form of 2.375% Notes due 2021 (incorporated by reference to Exhibit 4.4 to Mondelēz International, Inc.'s Current Report on Form 8-K filed with the Commission on December 11, 2013, which is included in the Supplemental Indenture filed as Exhibit 4.2 thereto).

Exhibit

Number	Description
4.4	<u>Indenture, dated March 6, 2015, between Mondelēz International, Inc. and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-3, File No. 333-194330, filed with the Commission on March 5, 2014).</u>
4.5	<u>301 Officers Certificate, dated March 6, 2015 (incorporated by reference to Exhibit 4.2 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>
4.6	<u>Form of 1.000% Notes due 2022 (incorporated by reference to Exhibit 4.3 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>
4.7	<u>301 Officers Certificate, dated January 21, 2016 (incorporated by reference to Exhibit 4.2 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on January 21, 2016).</u>
4.8	<u>Form of 1.625% Notes due 2023 (incorporated by reference to Exhibit 4.3 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on January 21, 2016).</u>
4.9	<u>301 Officers Certificate, dated March 6, 2015 (incorporated by reference to Exhibit 4.2 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>
4.10	<u>Form of 1.625% Notes due 2027 (incorporated by reference to Exhibit 4.4 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>
4.11	<u>301 Officers Certificate, dated March 6, 2015 (incorporated by reference to Exhibit 4.2 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>
4.12	<u>Form of 2.375% Notes due 2035 (incorporated by reference to Exhibit 4.5 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>
4.13	<u>301 Officers Certificate, dated November 25, 2015 (incorporated by reference to Exhibit 4.2 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on November 25, 2015).</u>
4.14	<u>Form of 4.500% Notes due 2035 (incorporated by reference to Exhibit 4.3 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on November 25, 2015).</u>
4.15	<u>301 Officers Certificate, dated March 6, 2015 (incorporated by reference to Exhibit 4.2 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>
4.16	<u>Form of 3.875% Notes due 2045 (incorporated by reference to Exhibit 4.6 to Mondelēz International, Inc. s Current Report on Form 8-K filed with the Commission on March 6, 2015).</u>

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MONDELÉZ INTERNATIONAL, INC.

By: /s/ Jeffrey S. Srulovitz
Name: Jeffrey S. Srulovitz
Vice President and Chief of
Title: Global
Governance and Corporate
Secretary

Date: February 25, 2019