

KRAFT FOODS INC  
Form 8-K  
July 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): July 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 7.01 Regulation FD Disclosure.**

This information will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as expressly set forth by specific reference in that filing.

On July 2, 2012, we issued a press release announcing that we have amended the terms of our previously announced private offers to exchange our 6.500% Notes due 2040, 6.875% Notes due 2039, 6.875% Notes due 2038, 7.000% Notes due 2037, 6.500% Notes due 2031, 5.375% Notes due 2020, 6.125% Notes due August 2018, and 6.125% Notes due February 2018 for up to \$3.6 billion aggregate principal amount of new 6.500% Notes due 2040, 6.875% Notes due 2039, 5.375% Notes due 2020, and 6.125% Notes due 2018 to be issued by our wholly owned subsidiary, Kraft Foods Group, Inc., and, as applicable, cash.

The new Notes have not been registered with the Securities and Exchange Commission under the Securities Act, or any state or foreign securities laws. The new Notes may not be offered or sold in the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, only persons who certify that they are (i) qualified institutional buyers within the meaning of Rule 144A under the Securities Act, or (ii) not U.S. persons and are outside of the United States within the meaning of Regulation S under the Securities Act may participate in the exchange offers.

A copy of the press release is furnished as Exhibit 99.1 to this current report.

**Item 9.01 Financial Statements and Exhibits.**

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

Exhibit No.	Description
99.1	Kraft Foods Inc. Press Release, dated July 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.

Date: July 2, 2012

**KRAFT FOODS INC.**

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary