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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 19, 2016**



**The Kraft Heinz Company**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-37482**

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

**46-2078182**  
**(IRS Employer**  
**Identification No.)**

**One PPG Place, Pittsburgh, Pennsylvania 15222**  
**(Address of principal executive offices, including zip code)**

**(412) 456-5700**  
**(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:**

- ☐ **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))**
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**Item 7.01. Regulation FD Disclosure.**

On August 19, 2016, The Kraft Heinz Company issued a press release announcing the final results of an offer to exchange by Kraft Heinz Foods Company of up to \$15,000,000,000 aggregate principal amount of its (i) new \$1,000,000,000 1.60% senior notes due 2017, (ii) new \$1,500,000,000 2.00% senior notes due 2018, (iii) new \$1,500,000,000 2.80% senior notes due 2020, (iv) new \$1,000,000,000 3.50% senior notes due 2022, (v) new \$2,000,000,000 3.95% senior notes due 2025, (vi) new \$1,000,000,000 5.00% senior notes due 2035, (vii) new \$2,000,000,000 5.20% senior notes due 2045, (viii) new \$2,000,000,000 3.000% senior notes due 2026, and (ix) new \$3,000,000,000 4.375% senior notes due 2046 for a like principal amount of its (i) outstanding \$1,000,000,000 1.60% senior notes due 2017, (ii) outstanding \$1,500,000,000 2.00% senior notes due 2018, (iii) outstanding \$1,500,000,000 2.80% senior notes due 2020, (iv) outstanding \$1,000,000,000 3.50% senior notes due 2022, (v) outstanding \$2,000,000,000 3.95% senior notes due 2025, (vi) outstanding \$1,000,000,000 5.00% senior notes due 2035, (vii) outstanding \$2,000,000,000 5.20% senior notes due 2045, (viii) outstanding \$2,000,000,000 3.000% senior notes due 2026, and (ix) outstanding \$3,000,000,000 4.375% senior notes due 2046.

The exchange offer expired at 5:00 p.m., New York City time, on August 16, 2016. Settlement occurred on August 19, 2016.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference. The information furnished pursuant to this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

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

(d) Exhibits.

The following exhibit is furnished with this Current Report on Form 8-K.

Exhibit No.	Description
99.1	The Kraft Heinz Company Press Release, dated August 19, 2016.

## **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.

The Kraft Heinz Company

Date: August 19, 2016

By: /s/ Paulo Basilio

Paulo Basilio

Executive Vice President and Chief Financial  
Officer



Contacts: Michael Mullen (media)

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## The Kraft Heinz Company Announces Completion of Exchange Offer

PITTSBURGH & CHICAGO - August 19, 2016 - The Kraft Heinz Company (NASDAQ: KHC) ("Kraft Heinz") and Kraft Heinz Foods Company (the "Issuer") announced today the final results of the Issuer's offer to exchange certain of the Issuer's outstanding unregistered notes for new registered notes (the "Exchange Offer"). Under the Exchange Offer, the Issuer offered to exchange up to \$15,000,000,000 aggregate principal amount of its (i) new \$1,000,000,000 aggregate principal amount of 1.60% senior notes due 2017, (ii) new \$1,500,000,000 aggregate principal amount of 2.00% senior notes due 2018, (iii) new \$1,500,000,000 aggregate principal amount of 2.80% senior notes due 2020, (iv) new \$1,000,000,000 aggregate principal amount of 3.50% senior notes due 2022, (v) new \$2,000,000,000 aggregate principal amount of 3.95% senior notes due 2025, (vi) new \$1,000,000,000 aggregate principal amount of 5.00% senior notes due 2035, (vii) new \$2,000,000,000 aggregate principal amount of 5.20% senior notes due 2045, (viii) new \$2,000,000,000 aggregate principal amount of 3.000% senior notes due 2026; and (ix) new \$3,000,000,000 aggregate principal amount of 4.375% senior notes due 2046 (collectively, the "Exchange Notes"), the issuance of each which has been registered under the Securities Act of 1933 (the "Act"), for a like principal amount of its unregistered (i) outstanding \$1,000,000,000 aggregate principal amount of 1.60% senior notes due 2017 (the "Outstanding 2017 Notes"), (ii) outstanding \$1,500,000,000 aggregate principal amount of 2.00% senior notes due 2018 (the "Outstanding 2018 Notes"), (iii) outstanding \$1,500,000,000 aggregate principal amount of 2.80% senior notes due 2020 (the "Outstanding 2020 Notes"), (iv) outstanding \$1,000,000,000 aggregate principal amount of 3.50% senior notes due 2022 (the "Outstanding 2022 Notes"), (v) outstanding \$2,000,000,000 aggregate principal amount of 3.95% senior notes due 2025 (the "Outstanding 2025 Notes"), (vi) outstanding \$1,000,000,000 aggregate principal amount of 5.00% senior notes due 2035 (the "Outstanding 2035 Notes"), (vii) outstanding \$2,000,000,000 aggregate principal amount of 5.20% senior notes due 2045 (the "Outstanding 2045 Notes"), (viii) outstanding \$2,000,000,000 aggregate principal amount of 3.000% senior notes due 2026 (the "Outstanding 2026 Notes"); and (ix) outstanding \$3,000,000,000 aggregate principal amount of 4.375% senior notes due 2046 (the "Outstanding 2046 Notes" and collectively with the Outstanding 2017 Notes, Outstanding 2018 Notes, Outstanding 2020 Notes, Outstanding 2022 Notes, Outstanding 2025 Notes, Outstanding 2035 Notes, the Outstanding 2045 Notes and the Outstanding 2026 Notes, the "Outstanding Notes"). The Exchange Notes are substantially identical to the Outstanding Notes, except that the Exchange Notes have been registered under the Act, and will not bear any legend restricting their transfer.

The Exchange Offer expired at 5:00 p.m. New York City time, on August 16, 2016. As of the expiration date, tenders of (i) \$998,469,000, or 99.85%, of the Outstanding 2017 Notes, (ii) \$1,495,334,000, or 99.69%, of the Outstanding 2018 Notes, (iii) \$1,497,354,000, or 99.82%, of the Outstanding 2020 Notes, (iv) \$992,944,000, or 99.29%, of the Outstanding 2022 Notes, (v) \$1,999,142,000, or 99.96%, of the Outstanding 2025 Notes, (vi) \$999,900,000, or 99.99%, of the Outstanding 2035 Notes, (vii) \$1,999,670,000, or 99.98%, of the Outstanding 2045 Notes, (viii) \$1,998,735,000, or 99.94%, of the Outstanding 2026 Notes; and (ix) \$2,984,976,000, or 99.50%, of the Outstanding 2046 Notes had been received.

The Issuer accepted all of the Outstanding Notes tendered in exchange for the Exchange Notes and the settlement occurred on August 19, 2016.

#### **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 was made solely pursuant to the prospectus dated July 19, 2016, including any supplements thereto, and the related letter of transmittal.

#### **ABOUT THE KRAFT HEINZ COMPANY**

The Kraft Heinz Company (NASDAQ: KHC) is the fifth-largest food and beverage company in the world. A globally trusted producer of delicious foods, The Kraft Heinz Company provides high quality, great taste and nutrition for all eating occasions whether at home, in restaurants or on the go. The company's iconic brands include *Kraft*, *Heinz*, *ABC*, *Capri Sun*, *Classico*, *Jell-O*, *Kool-Aid*, *Lunchables*, *Maxwell House*, *Ore-Ida*, *Oscar Mayer*, *Philadelphia*, *Planters*, *Plasmon*, *Quero*, *Weight Watchers Smart Ones* and *Velveeta*. The Kraft Heinz Company is dedicated to the sustainable health of our people, our planet and our company. For more information, visit [www.kraftheinzcompany.com](http://www.kraftheinzcompany.com).

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