

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CAHILL JOHN T</u>  (Last) (First) (Middle) <u>C/O THE KRAFT HEINZ COMPANY</u> <u>ONE PPG PLACE, SUITE 3200</u>  (Street) <u>PITTSBURGH PA 15222</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kraft Heinz Co [ KHC ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2015</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/02/2015		A		212,787 <sup>(1)</sup>	A	\$0 <sup>(2)(3)(4)(5)</sup>	212,787	D	
Common Stock	07/03/2015		F		57,069 <sup>(6)</sup>	D	\$72.96	155,718 <sup>(7)</sup>	D	
Common Stock	07/03/2015		F		2,393 <sup>(6)</sup>	D	\$72.645	153,325	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Options (right to buy)	\$32.23	07/02/2015		A		209,488	01/02/2013 <sup>(8)(9)</sup>	01/03/2022	Common Stock	209,488 <sup>(8)</sup>	(8)	209,488 <sup>(8)</sup>	D
Stock Options (right to buy)	\$38.63	07/02/2015		A		203,915	02/25/2014 <sup>(8)(9)</sup>	02/25/2023	Common Stock	203,915 <sup>(8)</sup>	(8)	203,915 <sup>(8)</sup>	D
Stock Options (right to buy)	\$45.59	07/02/2015		A		43,191	02/27/2015 <sup>(8)(9)</sup>	02/27/2024	Common Stock	43,191 <sup>(8)</sup>	(8)	43,191 <sup>(8)</sup>	D
Stock Options (right to buy)	\$52.7	07/02/2015		A		176,423	02/26/2016 <sup>(8)(9)</sup>	02/26/2025	Common Stock	176,423 <sup>(8)</sup>	(8)	176,423 <sup>(8)</sup>	D

Explanation of Responses:

1. Includes 66,739 shares of common stock, 136,033 restricted stock units, 7,175 deferred compensation units and 2,840 deferred shares, which includes an additional 536 deferred shares in respect to the reinvestment of the Special Dividend in connection with the Merger (see footnotes below for further information and definitions).
2. Pursuant to the terms of the Agreement and Plan of Merger, dated as of March 24, 2015 (the "Merger Agreement"), among H.J. Heinz Holding Corporation ("Heinz"), Kite Merger Sub Corp., Kite Merger Sub LLC and Kraft Foods Group, Inc. ("Kraft"), upon the completion of the merger as contemplated by the Merger Agreement, each share of Kraft's common stock held by the reporting person was converted into the right to receive one share of common stock of the combined company, The Kraft Heinz Company ("Kraft Heinz"), and a special cash dividend of \$16.50 per share (the "Special Dividend") of Kraft common stock.
3. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft restricted stock unit held by the reporting person was converted into the right to receive one Kraft Heinz restricted stock unit in respect of a number of shares of Kraft Heinz common stock equal to the number of shares of Kraft common stock that may be issued in respect of such Kraft restricted stock unit and a cash payment equal to the Special Dividend no later than 30 days following the completion of the merger. The Kraft Heinz restricted stock units vested upon the reporting person's termination of employment in accordance with the terms and conditions as were applicable under such Kraft restricted stock units immediately prior to the completion of the merger.
4. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft deferred compensation unit held by the reporting person was converted into the right to receive one Kraft Heinz deferred compensation unit in respect of a number of shares of Kraft Heinz common stock equal to the number of shares of Kraft common stock that may be issued in respect of such Kraft deferred compensation unit and the right to receive a cash payment equal to the Special Dividend no later than 30 days following the completion of the merger. The Kraft Heinz deferred compensation units will be subject to the same terms and conditions as were applicable under such Kraft deferred compensation units immediately prior to the completion of the merger.
5. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft deferred share held by the reporting person was converted into the right to receive one Kraft Heinz deferred share in respect of a number of shares of Kraft Heinz common stock equal to the number of shares of Kraft common stock that may be issued in respect of such Kraft deferred share and accrued additional deferred shares in respect of the Special Dividend, in accordance with the terms of the applicable Kraft stock plan, deferred share award agreement or Kraft's past practices with respect to such accruals. The Kraft Heinz deferred shares will be settled in accordance with the terms and conditions as were applicable under such Kraft deferred shares immediately prior to the completion of the merger.
6. Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
7. Includes 143,310 shares of common stock, 7,175 deferred compensation units and 2,840 deferred shares.
8. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft stock option (whether vested or unvested) held by the reporting person was adjusted such that, upon the completion of the merger, it was converted into the right to receive an option to purchase the number of shares of Kraft Heinz common stock equal to the number of shares of Kraft common stock subject to the Kraft stock option divided by the option adjustment ratio (rounded down to the nearest whole share), at an exercise price per share equal to the exercise price per share of each Kraft stock option immediately prior to the completion of the merger multiplied by the option adjustment ratio (rounded up to the nearest whole cent). All unvested Kraft Heinz stock options vested and became 100% exercisable upon the reporting person's termination of employment in accordance with the terms and conditions as were applicable under such Kraft stock options immediately prior to the completion of the merger.
9. The stock options originally vested or were scheduled to vest in three annual installments beginning on the date shown as "Date Exercisable."

Remarks:

[Attorney](#)

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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