SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person*   2. Date of Event Requiring Statement (Month/Day/Year)     09/01/2019		nent 1	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Kraft Heinz Co</u> [ KHC ]					
(Last) (First) (Middle) THE KRAFT HEINZ COMPANY			4. Relationship of Reporting Perso (Check all applicable) Director	n(s) to Issue 10% Owne	(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
ONE PPG PLACE, SUITE 3200			X Officer (give title below)	Other (spe below)	· [0.11	ndividual or Joint/Group Filing (Check plicable Line)		
(Street)			Zone President, C	anada	2	-	y One Reporting Person	
PITTSBURGH PA 15222						Form filed b Reporting P	y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		t (D)   (Inst	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			73,517(1)(2)	D				
Table II - Derivative Securities Beneficially Owned       (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4		4. Conversion or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)		
Stock Options (right to buy)	05/01/2019 <sup>(3)</sup>	05/01/2024	Common Stock	25,000	22.56	D		
Stock Options (right to buy)	02/12/2020 <sup>(4)</sup>	02/12/2025	Common Stock	19,093	30.46	D		
Stock Options (right to buy)	03/01/2021 <sup>(5)</sup>	03/01/2026	Common Stock	12,877	77.66	D		

## **Explanation of Responses:**

1. The total amount includes: (i) 48 restricted stock units awarded on March 1, 2016 pursuant to the Issuer's Bonus Swap Program scheduled to cliff-vest and settle in stock on the fifth anniversary of the grant date (the total number includes six dividend equivalents that accrued under a dividend reinvestment program on restricted stock units granted pursuant to the Issuer's Bonus Swap Program), (ii) 521 restricted stock units awarded on March 1, 2017 pursuant to the Issuer's Bonus Swap Program scheduled to cliff-vest and settle in stock on the fifth anniversary of the grant date (the total number includes 49 dividend equivalents that accrued under a dividend reinvestment program on restricted stock units granted pursuant to the Issuer's Bonus Swap Program), (ii) 521 restricted equivalents that accrued under a dividend reinvestment program on restricted stock units granted pursuant to the Issuer's Bonus Swap Program), (iii) 6,526 restricted stock units awarded on August 16, 2019 pursuant to the Issuer's Bonus Swap Program scheduled to cliff-vest and settle in stock on the fifth anniversary of the grant date (the total number includes 49 dividend equivalents that accrued under a dividend reinvestment program on restricted stock units granted pursuant to the Issuer's Bonus Swap Program), (iii) 6,526 restricted stock units awarded on August 16, 2019 pursuant to the Issuer's Bonus Swap Program scheduled to cliff-vest and settle in stock on the fifth anniversary of the grant date,

(continued from footnote 1) (iv) 59,032 restricted stock units awarded on August 16, 2019 scheduled to settle in stock as follows: 50% on the second anniversary of the grant date, 25% on the third anniversary of the grant date and the remaining 25% on the fourth anniversary of the grant date, (v) 4,878 restricted stock units awarded on August 16, 2019 scheduled to settle in stock as follows: 50% on the second anniversary of the grant date and the remaining 50% on the third anniversary of the grant date and (vi) 2,512 shares of common stock acquired directly from the Issuer pursuant to the compensation committee approved Issuer's Bonus Swap Program. The restricted stock units described in this footnote will vest subject to the terms and conditions of the applicable award agreements.
Options cliff-vested on May 1, 2019.

4. Options cliff-vest on February 12, 2020, subject to the terms and conditions of the stock option award agreement. The total number includes 574 "matching" options granted pursuant to the Issuer's legacy Bonus Swap Program

5. Options cliff-vest on March 1, 2021, subject to the terms and conditions of the stock option award agreement.

**Remarks:** 

## <u>/s/ Rashida La Lande, by</u> Power of <u>Attorney</u>

09/10/2019

Date

\*\* Signature of Reporting Person

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.