

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

**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

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

1. Name and Address of Reporting Person* <u>Werneck Melissa</u>			2. Issuer Name and Ticker or Trading Symbol <u>Kraft Heinz Co [ KHC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>EVP &amp; Global Chief People Ofcr</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u>			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		
C/O THE KRAFT HEINZ COMPANY ONE PPG PLACE, SUITE 3200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PITTSBURGH PA 15222</u>								
(City) (State) (Zip)								

**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	03/01/2022		A		24,597 <sup>(1)</sup>	A	\$0	250,669	D	
Common Stock	03/01/2022		A		6,050 <sup>(2)</sup>	A	\$0	256,719	D	
Common Stock	03/01/2022		A		15,512 <sup>(3)</sup>	A	\$0	272,231	D	
Common Stock	03/01/2022		A		15,138 <sup>(4)</sup>	A	\$0	287,369	D	
Common Stock	03/01/2022		F		3,365 <sup>(5)</sup>	D	\$38.68	284,004	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (right to buy)	\$38.68	03/01/2022		A		3,025		03/01/2025 <sup>(6)</sup>	03/01/2032	Common Stock	3,025	\$0	3,025	D	

**Explanation of Responses:**

- Represents the number of shares earned under performance share units granted on March 2, 2020 for which the performance period was completed and achievement certified on August 16, 2021, which were inadvertently omitted from Ms. Werneck's Form 3 filed on January 31, 2022. These earned shares vest and settle in stock 50% on August 16, 2022 and 50% on August 16, 2023, subject to the terms and conditions of the applicable award agreement.
- Subject to the terms and conditions of the applicable award agreement, these restricted stock units are scheduled to settle in stock 100% on March 1, 2025.
- Subject to the terms and conditions of the applicable award agreement, these restricted stock units are scheduled to settle in stock 75% on March 1, 2025 and 25% on March 1, 2026.
- Represents the number of shares earned under performance share units granted on June 1, 2020 for which the first of two performance periods has been completed and achievement certified, and which earned units vest and settle with respect to 50% of the earned shares on June 1, 2022, and the remaining 50% of the earned shares in two equal installments on June 1, 2023 and June 1, 2024, in each case subject to the terms and conditions of the applicable award agreement.
- Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
- Subject to the terms and conditions of the applicable award agreement, options vest 100% on March 1, 2025.

**Remarks:**

/s/ Nicole Fritz, by Power of Attorney 03/03/2022

\*\* 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.

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.