

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): April 23, 2019

**KraftHeinz**  
**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

#### **Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On April 23, 2019, the administrator of the Kraft Heinz Savings Plan and the Kraft Heinz Union Savings Plan (the "Plan") issued a notice to Plan participants advising participants of a blackout period during which participants will be prohibited from acquiring beneficial ownership of additional interests in The Kraft Heinz Company Stock Fund (the "Stock Fund") as a result of the inability of The Kraft Heinz Company (the "Company") to timely file its Annual Report on Form 10-K for fiscal year 2018 under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission.

The blackout period will begin on April 30, 2019, and the Company currently intends that the blackout period will end as soon as reasonably practicable after the Company becomes current in its financial reporting obligations. Fifteen days' advance notice of the blackout period to our executive officers and directors was not possible due to events and circumstances that were beyond our reasonable control. During the blackout period, executive officers will be precluded from moving their existing account balances under the Plan out of the Stock Fund. In addition, during the blackout period, Plan participants will not be permitted to purchase the Company's common stock normally offered pursuant to the Plan.

Also, during the blackout period, subject to limited exceptions, the Company's directors and executive officers will be prohibited from, directly or indirectly, purchasing, selling, or otherwise acquiring or transferring shares of the Company's common stock (including derivative securities pertaining to such shares) acquired in connection with their service as a director or employment as an executive officer of the Company.

A copy of the blackout notice to executive officers and directors, which includes the information specified in Rule 104(b) of Regulation BTR, is attached hereto as Exhibit 99.1 and is incorporated herein by reference. During the blackout period and for a period of two years after the ending date of the blackout period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting The Kraft Heinz Company, Attention: Rashida La Lande, Senior Vice President, Global General Counsel, Head of CSR and Government Affairs; Corporate Secretary at 200 East Randolph Street, Suite 7600, Chicago, Illinois 60601, or at (412) 456-5700.

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

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

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#"><u>Form of Notice of Blackout Period, dated as of April 23, 2019, to directors and executive officers.</u></a>

## 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: April 23, 2019

By: /s/ Rashida La Lande  
Rashida La Lande  
Senior Vice President, Global General Counsel  
and Head of CSR and Government Affairs;  
Corporate Secretary



April 23, 2019

TO: All Executive Officers and Directors

FROM: Rashida La Lande, Senior Vice President, Global General Counsel and Head of CSR and Government Affairs;  
Corporate Secretary

RE: Notice of Blackout Period Concerning The Kraft Heinz Company Stock, Including Stock Trades Within The Kraft Heinz Savings Plan and The Kraft Heinz Union Savings Plan

As a result of the Company's inability to timely file its Annual Report on Form 10-K for fiscal year 2018 with the SEC, participants in the Kraft Heinz Savings Plan and the Kraft Heinz Union Savings Plan (the "Plan") will not be able to acquire additional interests in the Kraft Heinz Stock Fund under the Plan until such time as the Company becomes current in its financial reporting obligations. This blackout period begins on April 30, 2019, and the Company currently intends that it will end as soon as reasonably practicable after the Company becomes current in its financial reporting obligations (the "Blackout Period").

Under the Section 306 of the Sarbanes-Oxley Act of 2002, as a result of the blackout described above, you will not be permitted, directly or indirectly, to purchase, sell, or otherwise acquire or transfer any equity securities of The Kraft Heinz Company (or derivative securities of those equity securities, such as stock options) during the Blackout Period. This prohibition also applies to any direct or indirect pecuniary interest you may have in such securities, such as The Kraft Heinz Company stock held by immediate family members living with you, or held in trust, or by controlled partnerships or corporations.

The prohibition on sales and other transfers applies only to equity securities of The Kraft Heinz Company (and derivatives of such securities) that you have acquired in connection with your service or employment as a director or executive officer of The Kraft Heinz Company. It is important to note that any such security you sell or otherwise transfer will be treated automatically as acquired in connection with your service or employment unless you establish that the securities were acquired from another source and this identification is consistent with your treatment of the securities for tax purposes and all other disclosure and reporting requirements.

Importantly, there is an exception to the prohibition on purchases, sales, and other acquisitions or transfers described above for Rule 10b5-1(c) trading plans. Any purchase or sale of equity securities of The Kraft Heinz Company pursuant to a contract, instruction, or written plan entered into by you that satisfies the affirmative defense conditions of Rule 10b5-1(c) will be exempt from the prohibitions described above; provided that you did not enter into or modify the contract, instruction, or written plan during the blackout period, or while you were aware of the actual or approximate beginning or ending dates of that blackout period.

**If you engage in a transaction that violates the restrictions described above, you may be required to disgorge your profits from the transaction and you may be subject to civil and criminal penalties.** The SEC regulations regarding blackout period restrictions are complex. To avoid any inadvertent violations of the blackout period restrictions, please contact Rashida La Lande at (412) 456-5700 if you have any questions about your obligations. In addition, during this blackout period the trading restrictions under the Company's insider trading policy continue to apply.

This notice is being provided as soon as practicable after The Kraft Heinz Company determined that it may not be able to file its annual report within the time period prescribed pursuant to Section 10(A)(3) of the Securities Act of 1933, as amended. As documented in the attached certification, the normal 15-day advance notice was not possible due to events beyond the Company's reasonable control.

If you have any questions or concerns regarding this notice, the blackout period or the restrictions described herein, please contact The Kraft Heinz Company, Attention: Rashida La Lande, Senior Vice President, Global General Counsel, Head of CSR and Government Affairs; Corporate Secretary at 200 East Randolph Street, Suite 7600, Chicago, Illinois 60601, or at (412) 456-5700.