
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

**KRAFT HEINZ FOODS COMPANY
THE KRAFT HEINZ COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania
Delaware**
(State of Incorporation or Organization)

**25-0542520
46-2078182**
(I.R.S. Employer Identification No.)

**One PPG Place,
Pittsburgh, Pennsylvania 15222**
(Address of Principal Executive Offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**
3.500% Senior Notes due 2029

**Name of Each Exchange on Which
Each Class is to be Registered**
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: (if applicable):
333-275255

Securities to be registered pursuant to Section 12(g) of the Act:
None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Kraft Heinz Foods Company (the “**Issuer**”) and The Kraft Heinz Company (the “**Guarantor**” or the “**Company**” and, together with the Issuer, the “**Registrants**”) have filed with the Securities and Exchange Commission (the “**Commission**”) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, a prospectus supplement dated February 27, 2024 (the “**Prospectus Supplement**”) to a Prospectus dated November 15, 2023 (the “**Prospectus**”), contained in the Registrants’ effective Registration Statement on Form S-3 (File. No. 333-275255), initially filed with the Commission by the Registrants on November 1, 2023, and declared effective by the Commission on November 15, 2023). The Prospectus Supplement relates to the offering of €550,000,000 aggregate principal amount of the Issuer’s 3.500% Senior Notes due 2029 (the “**Notes**”). The Notes are fully and unconditionally guaranteed by the Guarantor.

Item 1. Description of Registrant’s Securities to be Registered

The information required by this item is incorporated by reference to the information contained in the sections captioned “Description of the Notes” and “United States Federal Income Tax Considerations” in the Prospectus Supplement and “Description of KHFC Debt Securities” in the Prospectus.

Item 2. Exhibits

In accordance with the Instructions as to Exhibits for Form 8-A, copies of all constituent instruments defining the rights of the holders of the debt securities described in Item 1 herein are filed as exhibits hereto.

| Exhibit Number | Description |
|----------------|---|
| 4.1 | <u>Indenture, dated July 1, 2015, among Kraft Heinz Foods Company, The Kraft Heinz Company, and Deutsche Bank Trust Company Americas (as successor to Wells Fargo Bank, National Association), as Trustee (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, filed on July 6, 2015).</u> |
| 4.2 | <u>Eleventh Supplemental Indenture, dated March 1, 2024, relating to the 3.500% Senior Notes due 2029 among Kraft Heinz Foods Company, as Issuer, The Kraft Heinz Company, as Guarantor, and Deutsche Bank Trust Company Americas, as Trustee (incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K, filed on March 1, 2024).</u> |
| 4.3 | <u>Form of 3.500% Senior Notes due 2029 (included in Exhibit 4.2).</u> |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 12, 2024

Kraft Heinz Foods Company

Registrant

By: /s/ Andre Maciel

Name: Andre Maciel

Title: President

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, this registration statement has been signed by the following persons on March 12, 2024 in the capacities indicated below on behalf of Kraft Heinz Foods Company.

By: /s/ Matt Nochowitz

Name: Matt Nochowitz

Title: Manager

By: /s/ Andre Maciel

Name: Andre Maciel

Title: Manager

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 12, 2024

The Kraft Heinz Company
Registrant

By: /s/Andre Maciel
Name: Andre Maciel
Title: Executive Vice President and Global Chief
Financial Officer (Principal Financial
Officer)