
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): June 7, 2016

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))**
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Item 3.03. Material Modification to Rights of Security Holders.

Effective June 7, 2016, The Kraft Heinz Company (the "Company") redeemed all outstanding shares of its 9.00% Cumulative Compounding Preferred Stock, Series A ("Series A Preferred Stock") in accordance with Article IV(F)(1) of the Company's Second Amended and Restated Certificate of Incorporation. The Company paid a total redemption price of \$8.3 billion using proceeds from its May 2016 notes offerings, its commercial paper and U.S. securitization programs and cash on hand. Following the redemption, the Company no longer has any shares of Series A Preferred Stock outstanding.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 7, 2016, the Company filed a Certificate of Retirement of Series A Preferred Stock ("Certificate of Retirement") with the Delaware Secretary of State to eliminate from its Second Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), all references to the Company's Series A Preferred Stock. The Certificate of Incorporation provides that any shares of Series A Preferred Stock purchased, redeemed or otherwise acquired shall be canceled and automatically retired upon such redemption, purchase or other acquisition.

A copy of the Certificate of Retirement, which became effective on June 7, 2016, is attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

In addition, as part of its ongoing integration, the Company is transitioning its 401(k) plans and changing the record-keeper for certain 401(k) plans. As a result of this transition, a conversion period (the "Blackout Period") is necessary to transition account and plan records during which participants in the 401(k) plans may not be able to access their accounts to direct or diversify their investments, including amounts invested in the Company's common stock, or request a distribution from the 401(k) plans. The Blackout Period will start at 4:00 p.m. (Eastern Time) on June 24, 2016 and end during the week beginning July 10, 2016 (although certain participants will be able to effectuate transactions as early as July 5, 2016). On June 7, 2016, in accordance with Section 306 of The Sarbanes-Oxley Act of 2002 and Rule 104 under Securities and Exchange Commission Regulation BTR, the Company sent a notice (the "Insider Notice") to its directors and executive officers informing them of the Blackout Period and certain trading prohibitions that they will be subject to during the Blackout Period.

During the Blackout Period, and for a period of two years after the end date thereof, a security holder or other interested person may obtain, without charge, information regarding the Blackout Period, including the actual beginning and end dates of the Blackout Period. This information is available by contacting the Company's Corporate Secretary at 200 East Randolph, Chicago, IL 60601 or via telephone at (847) 646-2000 regarding questions you may have about the Blackout Period.

A copy of the Insider Notice is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Document Description |
|-------------|--|
| 3.1 | Certificate of Retirement of Series A Preferred Stock of The Kraft Heinz Company dated June 7, 2016. |
| 99.1 | Insider Notice to The Kraft Heinz Company directors and executive officers dated June 7, 2016. |

SIGNATURES

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

By: /s/ Paulo Basilio
Name: Paulo Basilio
Title: Executive Vice President and
Chief Financial Officer

Date: June 7, 2016

CERTIFICATE OF RETIREMENT OF SERIES A PREFERRED STOCK
OF THE KRAFT HEINZ COMPANY

(Pursuant to Section 243 of the General Corporation Law of the State of Delaware)

I, Paulo Basilio, the Chief Financial Officer of The Kraft Heinz Company (hereinafter called the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “Act”), do hereby certify that:

1. The name of the corporation is The Kraft Heinz Company.
2. Article IV of the Corporation’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) established and authorized the issuance of 80,000 shares of 9.00% Cumulative Compounding Preferred Stock, Series A (the “Series A Preferred Stock”), \$0.01 par value per share.
3. The Corporation has redeemed all of the issued and outstanding shares of Series A Preferred Stock pursuant to the provisions of Article IV of the Certificate of Incorporation.
4. Pursuant to Article IV(A) of the Certificate of Incorporation, all of the shares of Series A Preferred Stock so redeemed are cancelled and automatically retired upon such redemption.
5. Article IV(A) of the Certificate of Incorporation prohibits the reissuance of any shares of Series A Preferred Stock following such redemption and, pursuant to the provisions of Section 243 of the Act, upon the effectiveness of the filing of a certificate as therein provided, the Corporation’s Certificate of Incorporation shall be amended to (i) reduce the number of authorized shares of preferred stock of the Corporation by 80,000 to 920,000 and (ii) eliminate from the Certificate of Incorporation all references to the Series A Preferred Stock.

[Signature page follows]

IN WITNESS WHEREOF, I executed on this Certificate of Retirement on 7th day of June, 2016.

/s/ Paulo Basilio

Name: Paulo Basilio

Title: Chief Financial Officer

The Kraft Heinz Company

To: Directors and Executive Officers of The Kraft Heinz Company

Date: June 7, 2016

Re: Notice Regarding Blackout Period and Regulation BTR Trading Restrictions

This notice is to inform you of restrictions on your ability to trade equity securities of The Kraft Heinz Company (the “Company”) during an upcoming “blackout period” that will apply to the Company’s 401(k) plans. This special “blackout period” is imposed on executive officers and directors of the Company by the Sarbanes-Oxley Act of 2002 and Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction) and is in addition to the Company’s regular earnings-related blackout periods.

The blackout period is being imposed because of the simplification and streamlining of the Company’s 401(k) plans following the merger of Kraft Foods Group, Inc. (“Kraft”) and H.J. Heinz Company (“Heinz”) last year. During the special blackout period, participants in the 401(k) plans will not be able to access their accounts to direct or diversify their investments or request a distribution. The blackout period will begin at 4:00 p.m. (Eastern Time) on June 24th, and will end as soon as administratively possible, which is expected to take place during the week beginning July 10, 2016 (the “Blackout Period”).

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 101 of Securities and Exchange Commission Regulation BTR, the Company’s directors and executive officers are prohibited during the Blackout Period from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with his or her employment as an executive officer or service as a director.

Please note that “equity securities” is defined broadly to include the Company’s common stock, stock options, and other derivative securities. Also, prohibited transactions are not limited to those involving your direct ownership, but include any transaction in equity securities in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household).

Please contact the Company’s Corporate Secretary at 200 East Randolph, Suite 7600, Chicago, IL 60601 or via telephone at (847) 646-2000 if you have any questions or if you believe that a transaction in which you have a pecuniary interest may occur during the Blackout Period.

These rules apply in addition to the trading restrictions under the Company’s Insider Trading Policy. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties. Please remember that you are required to pre-clear with me any trades you would like to make in Kraft Heinz stock.