

KRAFT FOODS INC  
Form 425  
August 07, 2008

**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): August 6, 2008**

**KRAFT FOODS INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-16483**  
(Commission File Number)

**52-2284372**  
(I.R.S. Employer  
Identification No.)

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**Three Lakes Drive, Northfield, Illinois**  
(Address of Principal executive offices)

**60093-2753**  
(Zip Code)

**Registrant's Telephone number, including area code: (847) 646-2000**

**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 (see General Instruction A.2. below):

- 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))

**Item 8.01. Other Events.**

On August 6, 2008, Kraft Foods Inc. issued a press release announcing the final results of its exchange offer related to the split-off of its *Post* cereals business and the final proration factor for shares tendered in the exchange offer. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

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

<b>Exhibit Number</b>	<b>Description</b>
99.1	Kraft Foods Inc. Press Release, dated August 6, 2008.

**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.

KRAFT FOODS INC.

Date: August 6, 2008

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary

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**KRAFT FOODS ANNOUNCES FINAL PRO-RATION FACTOR OF 8.0255%**

**FOR SHARES TENDERED IN THE *POST* CEREALS EXCHANGE OFFER**

NORTHFIELD, Ill. August 6, 2008 Kraft Foods Inc. (NYSE: KFT) today announced that the final proration factor related to the split-off of the *Post* cereals business is 8.0255%. A total of 568,543,287 common shares of Kraft were validly tendered in exchange for 30,466,805 shares of Cable Holdco, Inc. common stock.

Cable Holdco was a wholly owned subsidiary of Kraft that owned certain assets and liabilities of the *Post* cereals business. On August 4, 2008, Cable Holdco was merged into a subsidiary of Ralcorp Holdings, Inc. (NYSE: RAH). Under the terms of the offer, 0.6606 shares of Cable Holdco were exchanged for each Kraft common share accepted in the offer. As a result of the merger of Cable Holdco into a subsidiary of Ralcorp, each share of Cable Holdco was exchanged for a share of Ralcorp common stock on a one-for-one basis. Accordingly, Kraft shareholders that tendered their Kraft shares as part of this offer now own 0.6606 shares of Ralcorp for each Kraft share accepted for exchange.

Kraft was able to accept a maximum of 46,119,899 Kraft shares for exchange in the exchange offer. Of the 568,543,287 Kraft shares validly tendered, 534,106 shares were tendered by odd lot shareholders not subject to proration. Kraft shares validly tendered by each tendering shareholder other than odd lot shareholders were exchanged for Cable Holdco shares on a pro-rata basis. Unexchanged shares will be returned to tendering shareholders.

Holders of Kraft common shares will receive shares of Ralcorp common stock to which they are entitled in uncertificated form. Notices of the number of whole shares of Ralcorp common stock credited to their accounts will be mailed to them.

Under the terms of the offer, fractional shares of Ralcorp common stock will not be issued. Instead, fractional shares will be aggregated and sold, and the net cash proceeds of such sale will be distributed to tendering shareholders with fractional interests.

**ABOUT KRAFT FOODS INC.**

For more than a century, Kraft ([www.kraft.com](http://www.kraft.com)) has offered delicious foods and beverages that fit the way consumers live. Today, we are turning the brands that consumers have lived with for years into brands they can't live without. Millions of times a day in more than 150 countries, consumers reach for their favorite Kraft brands, including nine with revenues exceeding \$1 billion: *Kraft* cheeses, dinners and dressings; *Oscar Mayer* meats; *Philadelphia* cream cheese; *Maxwell House* coffee; *Nabisco* cookies and crackers and its *Oreo* brand; *Jacobs* coffees; *Milka* chocolates; and *LU* biscuits. Kraft is one of the world's largest food and beverage companies with annual revenues exceeding \$37 billion, more than 100,000 employees and more than 180 manufacturing and processing facilities globally. The company is a member of the Standard & Poor's 500 index as well as the Dow Jones Sustainability Index and Ethibel Sustainability Index.

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