SEC Form 4

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Krishnan Ramkumar

(Last) (First) (Middle)
PEPSICO, INC.
700 ANDERSON HILL ROAD

(Street)
PURCHASE NY 10577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PEPSICO INC [ PEP ]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director | 10% Owner
☑ Officer (give title below) | Other (specify below)
CEO, North America

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
Form filed by More than One Reporting Person

### 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 | | | |
| PepsiCo, Inc. Common Stock | 08/03/2026 | | J | | 5,688 | D | (1) | 0(1) | I | By GRAT 1 |
| PepsiCo, Inc. Common Stock | 08/03/2026 | | J | | 5,688 | A | (1) | 20,012(2) | I | By GRAT 2 |
| PepsiCo, Inc. Common Stock | 08/03/2026 | | J | | 1,320 | D | (3) | 0(3) | I | By Family Trust |
| PepsiCo, Inc. Common Stock | 08/03/2026 | | J | | 1,320 | A | (3) | 21,332 | I | By GRAT 2 |
| PepsiCo, Inc. Common Stock | | | | | | | | 80,670(2) | 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 | Amount or Number of Shares | | | | |
| Phantom Stock Holding | (4) | 08/03/2026 | | A | | 76.859(5) | | (6) | (6) | PepsiCo, Inc. Common Stock | 76.859 | (4) | 2,777.3326 | D | |

**Explanation of Responses:**

1. On August 3, 2026, the reporting person withdrew 5,688 shares of PepsiCo common stock previously owned indirectly (and previously reported) by the reporting person in a grantor retained annuity trust ("GRAT 1"). The shares are being exchanged by the reporting person for cash and other assets of equivalent value to GRAT 1. The shares were valued at $139.63 per share (the closing market price on the the date of transfer). The reporting person believes that the withdrawal of shares from GRAT 1 constitutes a change in form of beneficial ownership of the shares, exempted by Rule 16a-13 under the Securities Exchange Act of 1934.
2. Amount of securities beneficially owned reflects a transfer of 14,324 shares previously owned directly by the reporting person that were contributed to GRAT 2.
3. Reflects a transfer by a family trust to GRAT 2 that are being exchanged for cash and other assets of equivalent value. The shares were valued at $139.63 per share (the closing market price on the date of transfer).
4. These phantom units are held under the PepsiCo Executive Income Deferral Program ("EID") and convert to shares of PepsiCo Common Stock on a one-for-one basis.
5. This amount relates to dividends credited to the reporting person's phantom stock account between March 2, 2026 and August 3, 2026 pursuant to the EID, at prices ranging from $135.40 to $155.29.
6. This security is payable pursuant to the reporting person's election and the terms of the EID.

**Remarks:**

/s/ Cynthia A. Nastanski, Attorney-in-Fact | 08/05/2026

** 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.

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