
**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**

February 17, 2010

Date of report (Date of earliest event reported)

PepsiAmericas, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-15019

(Commission
File Number)

13-6167838

(IRS Employer
Identification No.)

**4000 RBC Plaza
60 South Sixth Street
Minneapolis, Minnesota 55402**

(Address of principal executive offices, including zip code)

(612) 661-4000

(Registrant's telephone number, including area code)

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):

- ☒ 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 8.01 OTHER EVENTS.

On February 17, 2010, PepsiAmericas, Inc. (the “Company”) announced that its stockholders adopted the Agreement and Plan of Merger, dated as of August 3, 2009, among the Company, PepsiCo, Inc., and Pepsi-Cola Metropolitan Bottling Company, Inc., at the special meeting of the Company’s stockholders held February 17, 2010.

A copy of the press release is attached as Exhibit 99 hereto and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) See “Exhibit Index.”

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.

PepsiAmericas, Inc.

Date: February 17, 2010

By: /s/ Alexander H. Ware
Alexander H. Ware
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 99 | Press release dated February 17, 2010. |

PepsiAmericas Announces Stockholder Approval of PepsiCo Merger Agreement

MINNEAPOLIS--(BUSINESS WIRE)--February 17, 2010--PepsiAmericas, Inc. (NYSE: PAS) today announced that its stockholders have approved the proposal to adopt the agreement and plan of merger, dated August 3, 2009, among PepsiAmericas, PepsiCo, Inc. and Pepsi-Cola Metropolitan Bottling Company ("Metro"). Pursuant to the merger agreement, subject to regulatory approval and the satisfaction or waiver of other customary closing conditions, PepsiAmericas will merge with and into Metro, with Metro continuing as the surviving company and a wholly owned subsidiary of PepsiCo.

The affirmative vote of the holders of a majority of the outstanding shares of PepsiAmericas common stock was required to approve the proposal to adopt the merger agreement. The holders of approximately 86.5 percent of the outstanding shares of PepsiAmericas common stock voted in favor of the proposal to adopt the merger agreement. Of the votes cast, approximately 99.7 percent were voted in favor of the proposal to adopt the merger agreement.

Under the terms of the merger agreement, at the effective time of the merger, PepsiCo will acquire all outstanding shares of PepsiAmericas common stock it does not already own for the price of \$28.50 in cash or 0.5022 shares of PepsiCo common stock, subject to proration provisions which provide that an aggregate 50 percent of the outstanding PepsiAmericas common stock not held by PepsiCo or any of its subsidiaries will be converted into the right to receive common stock of PepsiCo and an aggregate 50 percent of the outstanding PepsiAmericas common stock not held by PepsiCo or any of its subsidiaries will be converted into the right to receive cash.

PepsiCo and PepsiAmericas hope to close the merger, which remains subject to regulatory approval and the satisfaction or waiver of other customary closing conditions, by the end of February 2010.

About PepsiAmericas

PepsiAmericas is the world's second-largest manufacturer, seller and distributor of PepsiCo beverages. With annual sales of \$4.4 billion in 2009, PepsiAmericas serves territories with a population of more than 240 million in a significant portion of a 19-state region in the U.S.; Central and Eastern Europe, including Ukraine, Poland, Romania, Hungary, the Czech Republic and Slovakia; and through our joint venture, the Caribbean and Central America. For more information, please visit www.pepsiamericas.com.

Cautionary Statement

This release contains certain forward-looking statements of expected future developments, as defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this release refer to our expectations regarding continuing operating improvement and other matters. These forward-looking statements reflect our expectations and are based on currently available data; however, actual results are subject to future risks and uncertainties, which could materially affect actual performance. Risks and uncertainties that could affect such performance include, but are not limited to, the following: the outcome of, or developments concerning, our pending merger with PepsiCo; competition, including product and pricing pressures; changing trends in consumer tastes; changes in our relationship and/or support programs with PepsiCo and other brand owners; market acceptance of new product and package offerings; weather conditions; cost and availability of raw materials; changing legislation, including tax laws; cost and outcome of environmental claims; availability and cost of capital, including changes in our debt ratings; labor and employee benefit costs; unfavorable foreign currency rate fluctuations; cost and outcome of legal proceedings; integration of acquisitions; failure of information technology systems; and general economic, business, regulatory and political conditions in the countries and territories where we operate. For additional information on these and other risks and uncertainties that could cause our actual results to materially differ from those set forth herein, please see our SEC reports, including "Risk Factors" in our 2008 Annual Report on Form 10-K and "Risk Factors" in our Quarterly Report on Form 10-Q for the third quarter of 2009. We undertake no obligation to update any of the forward-looking statements set forth herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as to the date hereof.

CONTACT:

PepsiAmericas, Inc.

Investor Contact:

Sara Zawoyski, 612-661-3830

or

Press Contact:

Mary Viola, 847-598-2870