
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):

January 16, 2015

PepsiCo, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction
of incorporation)

1-1183

(Commission
File Number)

13-1584302

(I.R.S. Employer
Identification No.)

700 Anderson Hill Road, Purchase, New York

(Address of principal executive offices)

10577

(Zip Code)

Registrant's telephone number, including area code:

914-253-2000

N/A

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 16, 2015, the Board of Directors (the "Board") of PepsiCo, Inc. ("PepsiCo") elected William R. Johnson as an independent member of the Board, effective March 23, 2015. Mr. Johnson will serve on the Audit Committee of the Board, effective March 23, 2015.

Mr. Johnson, 66, currently serves as an Operating Partner of Advent International, a private equity firm. Mr. Johnson previously served as Chairman, President and Chief Executive Officer of H.J. Heinz Company, a global packaged foods manufacturer, from 2000 until his retirement in 2013. Mr. Johnson was recommended for election as a director by Trian Fund Management, L.P. ("Trian"), a shareholder of PepsiCo. Mr. Johnson is an Advisory Partner of Trian, an investment management firm. Mr. Johnson has not and will not receive compensation from anyone other than PepsiCo in connection with his election to, or service on, the Board of PepsiCo. Mr. Johnson is also a Director of Emerson Electric Co. and United Parcel Service, Inc.

Upon joining the Board on March 23, 2015, Mr. Johnson will receive an award for new non-employee directors under PepsiCo's non-employee director compensation program. Under this program, Mr. Johnson will receive, on March 23, 2015, an initial stock award of 1,000 shares of PepsiCo Common Stock and a prorated annual equity award equal to a number of phantom stock units determined by dividing \$82,500 by the closing price of PepsiCo Common Stock on March 23, 2015. Each phantom stock unit is intended to be the economic equivalent of a share of PepsiCo Common Stock. In addition, Mr. Johnson is entitled to an annual cash retainer with the first prorated semi-annual payment of \$18,333 to be made in June 2015.

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.

PepsiCo, Inc.

January 16, 2015

By: */s/ Cynthia Nastanski*

Name: Cynthia Nastanski

Title: Senior Vice President, Corporate Law and Deputy Corporate Secretary