

**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): May 6, 2020

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
**(IRS Employer
Identification No.)**

700 Anderson Hill Road, Purchase, New York 10577
(Address of principal executive offices)

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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

| Title of each class | Trading Symbols | Name of each exchange on which registered |
|---|------------------------|--|
| Common Stock, par value 1-2/3 cents per share | PEP | The Nasdaq Stock Market LLC |
| 1.750% Senior Notes Due 2021 | PEP21a | The Nasdaq Stock Market LLC |
| 2.500% Senior Notes Due 2022 | PEP22a | The Nasdaq Stock Market LLC |
| 0.250% Senior Notes Due 2024 | PEP24 | The Nasdaq Stock Market LLC |
| 2.625% Senior Notes Due 2026 | PEP26 | The Nasdaq Stock Market LLC |
| 0.750% Senior Notes Due 2027 | PEP27 | The Nasdaq Stock Market LLC |
| 0.875% Senior Notes Due 2028 | PEP28 | The Nasdaq Stock Market LLC |
| 0.500% Senior Notes Due 2028 | PEP28a | The Nasdaq Stock Market LLC |
| 1.125% Senior Notes Due 2031 | PEP31 | The Nasdaq Stock Market LLC |
| 0.875% Senior Notes Due 2039 | PEP39 | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

PepsiCo, Inc. (“PepsiCo”) held its 2020 Annual Meeting of Shareholders on May 6, 2020. For more information on the following proposals, see PepsiCo’s proxy statement for the 2020 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on March 20, 2020. Below are the final voting results.

(1) The following 12 persons were elected to serve as directors of PepsiCo:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------|---------------|----------------|----------------|-------------------------|
| Shona L. Brown | 983,078,508 | 24,592,352 | 2,900,892 | 187,398,872 |
| Cesar Conde | 1,002,550,290 | 4,886,355 | 3,135,107 | 187,398,872 |
| Ian Cook | 981,419,591 | 26,062,323 | 3,089,838 | 187,398,872 |
| Dina Dublon | 975,566,287 | 32,059,807 | 2,945,658 | 187,398,872 |
| Richard W. Fisher | 1,002,060,582 | 5,428,692 | 3,082,478 | 187,398,872 |
| Michelle Gass | 1,004,255,427 | 3,457,200 | 2,859,125 | 187,398,872 |
| Ramon L. Laguarta | 944,683,059 | 56,941,183 | 8,947,510 | 187,398,872 |
| David C. Page, MD | 1,001,158,867 | 6,354,793 | 3,058,092 | 187,398,872 |
| Robert C. Pohlrad | 1,000,507,545 | 6,923,923 | 3,140,284 | 187,398,872 |
| Daniel Vasella, MD | 938,092,335 | 61,150,544 | 11,328,873 | 187,398,872 |
| Darren Walker | 1,000,258,971 | 7,188,285 | 3,124,496 | 187,398,872 |
| Alberto Weisser | 1,001,831,669 | 5,647,243 | 3,092,840 | 187,398,872 |

(2) The shareholders ratified the appointment of KPMG LLP as the independent registered public accounting firm for PepsiCo for fiscal year 2020:

| | |
|---------|---------------|
| For | 1,142,908,888 |
| Against | 51,940,724 |
| Abstain | 3,121,012 |

(3) The shareholders approved, on an advisory basis, PepsiCo’s executive compensation:

| | |
|------------------|-------------|
| For | 928,695,421 |
| Against | 67,843,538 |
| Abstain | 14,032,793 |
| Broker Non-Votes | 187,398,872 |

(4) The shareholder proposal to reduce the ownership threshold to call special shareholder meetings was defeated:

| | |
|------------------|-------------|
| For | 450,112,915 |
| Against | 553,921,470 |
| Abstain | 6,537,367 |
| Broker Non-Votes | 187,398,872 |

(5) The shareholder proposal regarding a report on sugar and public health was defeated:

| | |
|------------------|-------------|
| For | 109,871,722 |
| Against | 876,683,132 |
| Abstain | 24,016,898 |
| Broker Non-Votes | 187,398,872 |

