

**None**  
(Title of Class)

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

PepsiCo, Inc. (the “Company”) has filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement dated March 11, 2019 (the “Prospectus Supplement”) to a prospectus dated February 15, 2017 (the “Prospectus”) contained in the Company’s effective Registration Statement on Form S-3 (Registration No. 333-216082), which Registration Statement was filed with the Commission on February 15, 2017, relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

*Item 1. Description of Registrant’s Securities to Be Registered*

The information required by this item is incorporated by reference to the information contained in the sections captioned “Description of Notes” and “United States Federal Income Tax Considerations” in the Prospectus Supplement and “Description of Debt Securities” in the Prospectus.

*Item 2. Exhibits*

Exhibit Number	Description
4.1	<a href="#"><u>Indenture dated as of May 21, 2007 between PepsiCo, Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee (incorporated herein by reference to Exhibit 4.3 to PepsiCo, Inc.’s Registration Statement on Form S-3 (File No. 333-154314) filed with the Commission on October 15, 2008).</u></a>
4.2	<a href="#"><u>Form of 0.750% Senior Note due 2027 (incorporated herein by reference to Exhibit 4.1 to PepsiCo, Inc.’s Current Report on Form 8-K filed with the Commission on March 18, 2019).</u></a>
4.3	<a href="#"><u>Form of 1.125% Senior Note due 2031 (incorporated herein by reference to Exhibit 4.2 to PepsiCo, Inc.’s Current Report on Form 8-K filed with the Commission on March 18, 2019).</u></a>

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PepsiCo, Inc.

By: /s/ Cynthia A. Nastanski  
Name: Cynthia A. Nastanski  
Title: Senior Vice President, Corporate Law and Deputy Corporate Secretary

Date: March 22, 2019