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

May 13, 1996 (May 13, 1996)
Date of Report (Date of earliest event reported)

PepsiCo, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation)

1-1183 13-1584302 (Commission File Number) (IRS Employer Identification No.)

Registrant's telephone number, including area code: (914) 253-2000

Item 5. Other Events.

The information $\,$ contained in Exhibit 20 hereto is incorporated $\,$ herein by reference.

- Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.
 - (c) Exhibits.
 - 20 Information regarding final tax regulation (Q&A 12)

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.

Date: May 13, 1996 PepsiCo, Inc.

 On May 9, 1996, the U.S. Treasury Department promulgated a final regulation which significantly revised its earlier proposed change in the tax regulation known as Q&A 12. As described in PepsiCo's 1995 annual report, the original proposal, if enacted, was expected to significantly reduce the tax incentives associated with our beverage concentrate operations in Puerto Rico and, therefore, have a significant negative impact on PepsiCo's effective tax rate in 1996, as well as in future years. The final regulation, which is effective for PepsiCo retroactive to December 1, 1994, will not significantly impact PepsiCo.