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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

**(RULE 14d-100)**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934**

**(Amendment No. 3)**

**WIMM-BILL-DANN FOODS OJSC**

(Name of Subject Company (Issuer))

**PEPSI-COLA (BERMUDA) LIMITED**

(Offeror)

a subsidiary of

**PEPSICO, INC.**

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer and other person))

**American Depositary Shares, Each Representing One-fourth of One Ordinary Share, Par Value 20 Russian Rubles Per Share**

(Title of Class of Securities)

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**97263M109**

(Cusip Number of Class of Securities)

**Thomas H. Tamoney, Jr.  
PepsiCo, Inc.  
700 Anderson Hill Road  
Purchase, NY 10577  
Telephone: (914) 253-2000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

**Copies to:**

**George R. Bason, Jr.  
Peter R. Douglas  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1  
 issuer tender offer subject to Rule 13e-4  
 going-private transaction subject to Rule 13e-3  
 amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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CUSIP No.	97263M109	
1.	Names of Reporting Persons PepsiCo, Inc.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC, AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <span style="float: right;">o</span>	
6.	Citizenship or Place of Organization North Carolina	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power -0-
	8.	Shared Voting Power 39,811,958.5 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)
	9.	Sole Dispositive Power -0-
	10.	Shared Dispositive Power 39,811,958.5 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 39,811,958.5 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <span style="float: right;">o</span>	
13.	Percent of Class Represented by Amount in Row (11) 90.48% (See Item 5)	
14.	Type of Reporting Person (See Instructions) CO	

CUSIP No.	97263M109		
1.	Names of Reporting Persons Pepsi-Cola (Bermuda) Limited		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) WC, AF		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <span style="float: right;">0</span>		
6.	Citizenship or Place of Organization Bermuda		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power -0-	
	8.	Shared Voting Power 39,811,958.5 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)	
	9.	Sole Dispositive Power -0-	
	10.	Shared Dispositive Power 39,811,958.5 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 39,811,958.5 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <span style="float: right;">0</span>		
13.	Percent of Class Represented by Amount in Row (11) 90.48% (See Item 5)		
14.	Type of Reporting Person (See Instructions) CO		

This Amendment No. 3 (“**Amendment No. 3**”) amends and supplements the Tender Offer Statement originally filed under cover of Schedule TO on March 10, 2011 and as previously amended and supplemented (as amended and supplemented, the “**Schedule TO**”) by Pepsi-Cola (Bermuda) Limited, a company organized under the laws of Bermuda (“**Purchaser**”) and a subsidiary of PepsiCo, Inc., a North Carolina corporation. The Schedule TO relates to the offer by Purchaser to purchase all outstanding American Depositary Shares (“**ADSs**”) of Wimm-Bill-Dann Foods OJSC, an open joint stock company organized under the laws of the Russian Federation (“**WBD**”), each representing one-fourth of one ordinary share of WBD, par value 20 Russian rubles per share, upon the terms set forth in the U.S. Offer to Purchase, dated March 10, 2011, and in the related ADS Letter of Transmittal.

All capitalized terms used in this Amendment No. 3 without definition have the meanings ascribed to them in the Schedule TO.

**Item 11.**

Item 11 of the Schedule TO is hereby amended and supplemented to add the following information:

“The U.S. Offer expired at 12:00 p.m. noon, New York City time, on Monday, May 16, 2011. According to the ADS Depository, a total of approximately 23,758,556 ADSs were validly tendered in the U.S. Offer representing approximately 13.50% of the outstanding Shares. Purchaser has accepted for payment all ADSs that were validly tendered in the U.S. Offer.

The Russian Offer will expire at 6:00 p.m., Moscow time, on Thursday, May 19, 2011. As described in the U.S. Offer documents, the shares underlying the ADSs validly tendered in the U.S. Offer will be tendered in the Russian Offer. The U.S. Offer price will be converted to U.S. dollars at the spot market conversion rates available to the ADS depository during the conversion period and paid to tendering ADS holders using the weighted average of the conversion rates, less certain fees under the ADS depository agreement and applicable taxes and other governmental charges, if any. PepsiCo expects the conversion from Russian rubles to U.S. dollars and the subsequent payment of U.S. dollars to validly tendering ADS holders to occur no later than May 31, 2011.

On May 17, 2011, PepsiCo issued a press release announcing the completion and results of the U.S. Offer. The full text of the press release is attached as an exhibit hereto and is incorporated herein by reference.”

**Item 12. Exhibits**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

“(a)(8) Press release dated May 17, 2011 issued by PepsiCo, Inc.”

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**SIGNATURES**

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: May 17, 2011

PEPSI-COLA (BERMUDA) LIMITED

By: /s/ Mary-Lynn Robinson  
Name: Mary-Lynn Robinson  
Title: President

PEPSICO, INC.

By: /s/ Thomas H. Tamoney, Jr.  
Name: Thomas H. Tamoney, Jr.  
Title: Senior Vice President, Deputy  
General Counsel and Assistant Secretary

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
(a)(8)	Press release dated May 17, 2011 issued by PepsiCo, Inc.

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# PEPSICO



Tropicana



Purchase, New York

Telephone: 914-253-2000

[www.pepsico.com](http://www.pepsico.com)

Contact: Investor  
Jamie Caulfield  
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## PepsiCo Announces Completion of U.S. Tender Offer for all ADSs of Wimm-Bill-Dann

**PURCHASE, N.Y. – May 17, 2011** – PepsiCo, Inc. (NYSE: PEP) announced today the completion of its tender offer in the United States for all outstanding American Depositary Shares (ADSs) of Wimm-Bill-Dann Foods OJSC (NYSE: WBD) for 970.925 Russian rubles per ADS. The U.S. offer expired at 12 p.m. EDT on Monday, May 16, 2011. A total of approximately 23,758,556 ADSs, representing approximately 13.50% of Wimm-Bill-Dann's shares, were validly tendered at expiration. PepsiCo has accepted for payment all ADSs validly tendered pursuant to the U.S. offer.

PepsiCo's offer in Russia for all outstanding shares of Wimm-Bill-Dann will expire at 6 p.m. MSD on Thursday, May 19, 2011. As described in the U.S. offer documents, the shares underlying the ADSs validly tendered in the U.S. offer will be tendered in the Russian offer. The U.S. offer price will be converted to U.S. dollars at the spot market conversion rates available to the ADS depository during the conversion period and paid to tendering ADS holders using the weighted average of the conversion rates, less certain fees under the ADS depository agreement and applicable taxes and other governmental charges, if any. PepsiCo expects the conversion from Russian rubles to U.S. dollars and the subsequent payment of U.S. dollars to validly tendering ADS holders to occur no later than May 31, 2011.

### Important Additional Information

This release is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell Wimm-Bill-Dann's securities.

In connection with the Russian offer for shares, PepsiCo has filed a mandatory tender offer document with the Russian Federal Service for the Financial Markets (FSFM). Wimm-Bill-Dann distributed the Russian mandatory tender offer document, together with recommendations of its board of directors and related Russian offer acceptance materials, to holders of Wimm-Bill-Dann's shares. Copies of the Russian offer documents are also available by contacting Orient Capital, the information agent for the Russian offer, at +44-207-776-7574 or at the website maintained by Wimm-Bill-Dann at [www.wbd.ru](http://www.wbd.ru) or the website maintained by Orient Capital at <http://campaigns.orientcap.com/Pepsico-Wimm-Bill-Dann/>.

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In connection with the U.S. offer for ADSs, a tender offer statement and related materials have been filed by PepsiCo with the Securities and Exchange Commission (SEC) and Wimm-Bill-Dann's solicitation/recommendation statement relating to the offer has been filed by Wimm-Bill-Dann with the SEC. PepsiCo mailed these materials for the U.S. offer to ADS holders. Investors and security holders are also able to obtain a copy of these statements and other documents filed by PepsiCo and Wimm-Bill-Dann free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, the tender offer statement, the solicitation/recommendation statement, and related materials are available free of charge by contacting PepsiCo's information agent for the U.S. offer, Innisfree M&A Incorporated, toll-free at (877) 750-9496 (for ADS holders in the U.S. and Canada) or (412) 232-3651 (for ADS holders in other countries). ADS holders in the EU may also call Innisfree's wholly-owned subsidiary, Lake Isle M&A Incorporated, free-phone at +00-800-7710-9971.

Investors and security holders are urged to carefully read the tender offer statements and any other documents relating to the Russian and U.S. offers filed by PepsiCo with the SEC and FSFM, as well as any amendments and supplements to those documents, because they contain important information.

### **About PepsiCo**

PepsiCo offers the world's largest portfolio of billion-dollar food and beverage brands, including 19 different product lines that generate more than \$1 billion in annual retail sales each. Our main businesses -- Quaker, Tropicana, Gatorade, Frito-Lay, and Pepsi Cola -- also make hundreds of other enjoyable foods and beverages that are respected household names throughout the world. With net revenues of approximately \$60 billion, PepsiCo's people are united by our unique commitment to sustainable growth by investing in a healthier future for people and our planet, which we believe also means a more successful future for PepsiCo. We call this commitment Performance with Purpose: PepsiCo's promise to provide a wide range of foods and beverages for local tastes; to find innovative ways to minimize our impact on the environment, including by conserving energy and water usage, and reducing packaging volume; to provide a great workplace for our associates; and to respect, support, and invest in the local communities where we operate. For more information, please visit [www.pepsico.com](http://www.pepsico.com).

### **Cautionary Statement Regarding Forward-Looking Statements**

Statements in this communication that are "forward-looking statements" are based on currently available information, operating plans and projections about future events and trends. They inherently involve risks and uncertainties that could cause actual results to differ materially from those predicted in such forward-looking statements. Such risks and uncertainties include, but are not limited to: changes in demand for PepsiCo's products, as a result of changes in consumer preferences and tastes or otherwise; damage to PepsiCo's reputation; PepsiCo's ability to grow its business in developing and emerging markets or unstable political conditions, civil unrest or other developments and risks in the countries where PepsiCo operates; trade consolidation or the loss of any key customer; changes in the legal and regulatory environment; PepsiCo's ability to build and sustain proper information technology infrastructure, successfully implement its ongoing business transformation initiative or outsource certain functions effectively; unfavorable economic conditions in the countries in which PepsiCo operates; fluctuations in foreign exchange rates; PepsiCo's ability to compete effectively; increased costs, disruption of supply or shortages of raw materials and other supplies; disruption of PepsiCo's supply chain; climate change, or legal, regulatory or market measures to address climate change; PepsiCo's ability to hire or retain key employees or a highly skilled and diverse workforce; failure to successfully renew collective bargaining agreements or strikes or work stoppages; and failure to successfully complete or integrate acquisitions and joint ventures into PepsiCo's existing operations.

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For additional information on these and other factors that could cause PepsiCo's actual results to materially differ from those set forth herein, please see PepsiCo's filings with the SEC, including its most recent annual report on Form 10-K and subsequent reports on Forms 10-Q and 8-K. Investors are cautioned not to place undue reliance on any such forward-looking statements, which speak only as of the date they are made. PepsiCo undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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