

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **December 8, 2017**

PepsiCo, Inc.

(Exact Name of Registrant as Specified in Its Charter)

North Carolina
(State or Other Jurisdiction of Incorporation or
Organization)

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 (see General Instruction A.2. below):

- ☐ 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))

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

(d)

On December 8, 2017, PepsiCo, Inc. (“PepsiCo”), acting pursuant to authorization from its Board of Directors, determined to voluntarily withdraw the principal listing of PepsiCo’s common stock, par value 1-2/3 cents per share (the “Common Stock”) from the New York Stock Exchange (“NYSE”) and transfer the listing to The Nasdaq Global Select Market (“Nasdaq”). PepsiCo expects that listing and trading of its common stock on NYSE will end at market close on December 19, 2017, and that trading will begin on Nasdaq at market open on December 20, 2017.

The Common Stock has been approved for listing on Nasdaq, where it will continue to trade under the stock symbol “PEP.”

PepsiCo’s 1.750% Senior Notes Due 2021, 2.500% Senior Notes Due 2022, 2.625% Senior Notes Due 2026 and 0.875% Senior Notes due 2028 are currently expected to continue their listing on NYSE.

Item 7.01. Regulation FD Disclosure.

PepsiCo issued the press release attached hereto as Exhibit 99.1 in connection with the transfer of the principal listing of the Common Stock to Nasdaq.

The information in Items 7.01 and 9.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1 Press release issued by PepsiCo, Inc. dated December 8, 2017.](#)

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: December 8, 2017

PepsiCo, Inc.

By: /s/ Cynthia A. Nastanski

Name: Cynthia A. Nastanski

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

INDEX TO EXHIBITS

Exhibit Number	Description
<u>99.1</u>	<u>Press release issued by PepsiCo, Inc. dated December 8, 2017.</u>
3	



PepsiCo, Inc. to Move Stock Exchange Listing to Nasdaq

Ticker symbol to remain "PEP"

PURCHASE, N.Y., December 8, 2017 -- PepsiCo, Inc. (NYSE: PEP) today announced it will be transferring its stock exchange listing from the New York Stock Exchange to the Nasdaq Global Select Market effective December 19, 2017 after market close. PepsiCo shares are expected to begin trading as a Nasdaq-listed security on December 20, 2017, with the common stock continuing to trade under the symbol "PEP."

"We are pleased to join many of the world's most successful and innovative companies listed on Nasdaq," said Jamie Caulfield, Senior Vice President Investor Relations. "We believe this move will provide us with greater cost-effectiveness and access to Nasdaq's unique portfolio of tools and services to connect with our investors more efficiently. We want to thank the NYSE for their valued partnership over the years."

About PepsiCo

PepsiCo products are enjoyed by consumers one billion times a day in more than 200 countries and territories around the world. PepsiCo generated approximately \$63 billion in net revenue in 2016, driven by a complementary food and beverage portfolio that includes Frito-Lay, Gatorade, Pepsi-Cola, Quaker and Tropicana. PepsiCo's product portfolio includes a wide range of enjoyable foods and beverages, including 22 brands that generate more than \$1 billion each in estimated annual retail sales.

At the heart of PepsiCo is Performance with Purpose – our fundamental belief that the success of our company is inextricably linked to the sustainability of the world around us. We believe that continuously improving the products we sell, operating responsibly to protect our planet and empowering people around the world enable PepsiCo to run a successful global company that creates long-term value for society and our shareholders. For more information, visit www.pepsico.com.

Cautionary Statement

Statements in this release that are "forward-looking statements" are based on currently available information, operating plans and projections about future events and trends. Forward-looking statements inherently involve risks and uncertainties. For information on certain factors that could cause actual events or results to differ materially from our expectations, please see PepsiCo's filings with the Securities and Exchange Commission, 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.

Contacts: Investors
 Jamie Caulfield
 Investor Relations
 914-253-3035
 investor@pepsico.com

Media
 Carrie Ratner
 Corporate Communications
 914-253-3817
carrie.ratner@pepsico.com