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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): June 2, 2009**

**PepsiCo, Inc.**

(Exact name of registrant as specified in 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 (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))
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**Item 8.01. Other Events.**

On June 2, 2009, PepsiCo, Inc. issued a statement in connection with its proposals to acquire all of the outstanding shares of The Pepsi Bottling Group, Inc. and PepsiAmericas, Inc. that it does not already own, which were publicly announced on April 20, 2009.

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

99.1 Press Release issued by PepsiCo, Inc., dated June 2, 2009.

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## 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.

PEPSICO, INC.

Date: June 3, 2009

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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## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
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99.1	PepsiCo, Inc. press release, dated June 2, 2009.
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## News Release

## PepsiCo Issues Statement Regarding Proposed Bottler Transaction

PURCHASE, N.Y. – June 2, 2009 – PepsiCo (NYSE: PEP) issued the following statement in response to an announcement by Pepsi Bottling Group (NYSE: PBG):

After careful review and analysis, PepsiCo remains convinced that there are annual synergies of at least \$200 million through the consolidation of the two anchor bottlers and PepsiCo. PepsiCo believes there is no justification for the estimates that PBG released today of purported annual synergies of \$750 million to \$850 million. By way of comparison, PBG previously communicated to PepsiCo that a combination of PBG and PepsiAmericas (NYSE: PAS) would generate synergies well below \$100 million.

PepsiCo made its proposal to acquire its two anchor bottlers because of the need to strategically reshape the business and improve the system's competitiveness and growth prospects. Critical to that is the need for PepsiCo and its anchor bottlers to continually reinvest to stimulate top-line growth and drive long-term value to customers, consumers and shareholders.

PepsiCo has offered a full and fair price for the shares of PBG it does not currently own.

Despite PBG's stock price rising 45% in the 30 trading days prior to PepsiCo's offer, PepsiCo offered an additional 17% premium to PBG's shareholders. The offer price was a 69% premium to PBG's stock price as of 30 trading days prior to the offer, which is well in excess of average premiums for comparable transactions.

PepsiCo has a track record of being a disciplined buyer and will maintain that disciplined approach in this transaction. If in the future PepsiCo remains a stockholder in a public PBG, PepsiCo intends to maintain a disciplined stance with regard to the commercial arrangements between PBG and PepsiCo.

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## Cautionary Statement

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. If PepsiCo, Inc. ("**PepsiCo**") enters into definitive agreements in connection with the proposed transactions with The Pepsi Bottling Group, Inc. ("**PBG**") and PepsiAmericas, Inc. ("**PAS**") (the "**Proposed Transactions**"), PepsiCo plans to file with the Securities and Exchange Commission ("**SEC**") registration statements on Form S-4 containing proxy statements/prospectuses and other documents with respect to each of the Proposed Transactions and definitive proxy statements/prospectuses would be mailed to shareholders of PBG and PAS. **INVESTORS AND SECURITY HOLDERS OF PBG AND PAS ARE URGED TO READ THE PROXY STATEMENTS/PROSPECTUSES AND OTHER DOCUMENTS THAT WOULD BE FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS.**

If PepsiCo enters into definitive agreements in connection with the Proposed Transactions, investors and security holders will be able to obtain free copies of the registration statements and the proxy statements/prospectuses (when available) and other documents filed with the SEC by PepsiCo through the website maintained by the SEC at <http://www.sec.gov>. Free copies of the registration statements and the proxy statements/prospectuses (when available) and other documents filed with the SEC will also be available free of charge on PepsiCo's internet website at [www.pepsico.com](http://www.pepsico.com) or by contacting PepsiCo's Investor Relations Department at 914-253-3035.

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PepsiCo and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the Proposed Transactions. Information regarding PepsiCo's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 27, 2008, which was filed with the SEC on February 19, 2009, and its proxy statement for its 2009 annual meeting of shareholders, which was filed with the SEC on March 24, 2009. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statements/prospectuses and other relevant materials to be filed with the SEC when they become available.

Statements in this release 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: PepsiCo's ability to enter into definitive agreements with respect to the Proposed Transactions; PepsiCo's ability to achieve the synergies and value creation contemplated by the Proposed Transactions; PepsiCo's ability to promptly and effectively integrate the businesses of PBG, PAS and PepsiCo; the timing to consummate the Proposed Transactions and any necessary actions to obtain required regulatory approvals; the diversion of management time on transaction-related issues; changes in demand for PepsiCo's products, as a result of shifts in consumer preferences or otherwise; increased costs, disruption of supply or shortages of raw materials and other supplies; unfavorable economic conditions and increased volatility in foreign exchange rates; PepsiCo's ability to build and sustain proper information technology infrastructure, successfully implement its ongoing business process transformation initiative or outsource certain functions effectively; damage to PepsiCo's reputation; trade consolidation, the loss of any key customer, or failure to maintain good relationships with PepsiCo's bottling partners, including as a result of the Proposed Transactions; PepsiCo's ability to hire or retain key employees or a highly skilled and diverse workforce; changes in the legal and regulatory environment; disruption of PepsiCo's supply chain; unstable political conditions, civil unrest or other developments and risks in the countries where PepsiCo operates; and risks that benefits from PepsiCo's Productivity for Growth initiative may not be achieved, may take longer to achieve than expected or may cost more than currently anticipated.

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. All information in this communication is as of June 2, 2009. 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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