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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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): July 25, 2013

**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)

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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:

- ☐ 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 7.01. Regulation FD Disclosure.**

On July 25, 2013, PepsiCo, Inc. (the “Company”) sent a redemption notice to The Bank of New York Mellon, as trustee (the “Trustee”), for all of the Company’s outstanding 3.75% Senior Notes due 2014 (CUSIP No. 713448 BK3), originally issued on March 2, 2009 (the “2014 Notes”), at a cash redemption price (the “Redemption Price”) to be calculated as provided in the 2014 Notes, plus accrued and unpaid interest, if any, to the redemption date of August 26, 2013 (the “Redemption Date”). Upon completion of the redemption, no 2014 Notes will remain outstanding.

Payment of the Redemption Price will be made on or after the Redemption Date only upon presentation and surrender of the 2014 Notes to the Trustee. Interest on the 2014 Notes called for redemption will cease to accrue from and after the Redemption Date. The notice of redemption will be sent by the Trustee to the registered holders of the 2014 Notes on July 25, 2013 in accordance with the requirements of the indenture governing the 2014 Notes. A copy of the notice of redemption is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. A copy of the form of the 2014 Notes is incorporated into this Current Report on Form 8-K by reference to Exhibit 4.1 hereto.

The information in this Item 7.01 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, 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, except as otherwise expressly stated in such filing.

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

4.1 Form of 3.75% Senior Notes due 2014, which is incorporated herein by reference to Exhibit 4.1 to PepsiCo’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 27, 2009.

99.1 Notice of Redemption of 3.75% Senior Notes due 2014.

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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: July 25, 2013

By: /s/ Kelly Mahon Tullier

Name: Kelly Mahon Tullier

Title: Senior Vice President, Deputy  
General Counsel

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## INDEX TO EXHIBITS

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**NOTICE OF REDEMPTION**  
**PepsiCo, Inc.**  
**3.75% Senior Notes Due 2014**  
**(CUSIP No. 713448 BK3)<sup>1</sup>**

NOTICE IS HEREBY GIVEN THAT, pursuant to the Indenture dated as of May 21, 2007 (the “Indenture”), relating to the 3.75% Senior Notes Due 2014 (the “Notes”) between PepsiCo, Inc. (the “Company”) and The Bank of New York Mellon, as Trustee, the Company has elected to exercise its option to redeem all of the outstanding Notes on August 26, 2013 (the “Redemption Date”) at a redemption price equal to the greater of (i) 100% of the principal amount of the outstanding Notes or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the outstanding Notes (exclusive of interest accrued to the Redemption Date) discounted to the Redemption Date on a semiannual basis at the Treasury Rate plus 30 basis points (the “Redemption Price”), plus, in either case, accrued and unpaid interest to, but excluding, the Redemption Date.

Payment of the Redemption Price of the Notes, plus accrued and unpaid interest, will be made on the Redemption Date only upon presentation and surrender of Notes to The Bank of New York Mellon (the “Paying Agent”), by hand or by mail at the following locations:

First Class/Registered/Certified

The Bank of New York  
P.O. Box 396  
East Syracuse, NY 13057  
Att: Debt Processing Unit (ACT)

Express Delivery Only

The Bank of New York  
111 Sanders Creek Parkway  
East Syracuse, NY 13057  
Att: Corporate Trust Window

By Hand Only

The Bank of New York  
111 Sanders Creek Parkway  
East Syracuse, NY 13057  
Att: Corporate Trust Window

On the Redemption Date, the principal amount of the Notes called for redemption, together with accrued and unpaid interest to, but excluding, the Redemption Date, will become due and payable. Unless the Company fails to pay the Redemption Price on the Redemption Date or to set apart funds for such payment, interest on the Notes to be redeemed will cease to accrue on and after the Redemption Date.

For all purposes of the Indenture, the Notes called for redemption in accordance with the foregoing will be deemed to be no longer outstanding from and after the Redemption Date, and all rights with respect thereto, except as stated herein, will cease as of the close of business on that same date and the only remaining right of holders of the Notes is to receive payment of the Redemption Price, plus accrued and unpaid interest to, but excluding, the Redemption Date, upon surrender to the Paying Agent of the Notes redeemed.

UNDER THE INTERNAL REVENUE SERVICE BACKUP WITHHOLDING PROVISIONS, THE PAYING AGENT MAY BE REQUIRED TO WITHHOLD TWENTY-EIGHT PERCENT (28%) OF ANY GROSS PAYMENT TO A HOLDER WHO FAILS TO PROVIDE A CERTIFIED TAXPAYER IDENTIFICATION NUMBER (EMPLOYER IDENTIFICATION NUMBER OR SOCIAL SECURITY NUMBER). TO AVOID BACKUP WITHHOLDING, PLEASE COMPLETE A FORM W-9 OR THE APPLICABLE FORM W-8, AS

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<sup>1</sup> The CUSIP number has been assigned to this issue by CUSIP Global Services and is included solely for the convenience of the holders of the Notes. No representation is being made as to the correctness of the CUSIP number either as printed on the Notes or as contained herein and the holder may rely only on the identification numbers printed on its Note. Capitalized terms used herein but not defined herein shall have the respective meanings set forth in the Indenture and the Notes.

APPROPRIATE, AND SEND IT TO THE PAYING AGENT IN CONNECTION WITH THE REDEMPTION.

Dated as of July 25, 2013

By The Bank of New York Mellon, as Trustee for PepsiCo., Inc.

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