
**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 5, 2018**

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
(Address of principal executive offices)

10577
(Zip Code)

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

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:

- ☐ 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01 Regulation FD Disclosure.

PepsiCo, Inc. issued a press release, dated December 5, 2018, announcing the completion of the previously announced acquisition of SodaStream International Ltd. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

The information in Items 7.01 and 9.01, including Exhibit 99.1, 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release, dated December 5, 2018, titled “PepsiCo Completes Acquisition of SodaStream International Ltd.”</u>

SIGNATURE

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 6, 2018

PEPSICO, INC.

By: /s/ Cynthia Nastanski

Name: Cynthia Nastanski

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



PepsiCo Completes Acquisition of SodaStream International Ltd.

PURCHASE, N.Y. and TEL AVIV, Israel, December 5, 2018 — PepsiCo, Inc. (NASDAQ: PEP) ("PepsiCo") announced today that it has completed its acquisition of SodaStream International Ltd., as previously announced, acquiring all outstanding shares for \$144 per share.

"I couldn't be prouder or more excited to welcome SodaStream to the PepsiCo family," said Ramon Laguarta, PepsiCo Chief Executive Officer. "With its customizable options, SodaStream empowers consumers to personalize their preferred beverage in an environmentally friendly way and provides PepsiCo with a significant presence in the at-home marketplace. Together with SodaStream, I'm confident we can accelerate progress on our shared goal of curbing plastic waste and building a more sustainable future."

The transaction is another step in PepsiCo's Performance with Purpose journey, supporting health and wellness through environmentally friendly, cost-effective and fun-to-use beverage solutions, and the company's Beyond the Bottle strategy to form a more sustainable beverage ecosystem. PepsiCo's strong research and development capabilities, global reach, design and marketing expertise, combined with SodaStream's differentiated and unique product range position SodaStream for further expansion and breakthrough innovation.

Daniel Birnbaum, SodaStream CEO and Director said: "We are thrilled to become part of PepsiCo and join its diverse and talented team. SodaStream was founded to bring healthy, convenient and environmentally friendly beverage options to consumers around the world—and PepsiCo will help us deliver and expand on this mission. With some of the world's leading marketing and R&D teams, and access to new markets and channels, we are excited to grow hand-in-hand with PepsiCo in the months and years to come."

About PepsiCo

PepsiCo products are enjoyed by consumers more than one billion times a day in more than 200 countries and territories around the world. PepsiCo generated more than \$63 billion in net revenue in 2017, 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.

About SodaStream

SodaStream is the #1 sparkling water brand in volume in the world and the leading manufacturer and distributor of Sparkling Water Makers. We enable consumers to easily transform ordinary tap water into sparkling water and flavored sparkling water in seconds. By making ordinary water fun and exciting to drink, SodaStream helps consumers drink more water. Sparkling Water Makers offer a highly differentiated and innovative solution to consumers of bottled and canned carbonated soft drinks. Our

products promote health and wellness, are environmentally friendly, cost effective, customizable and fun to use. Our products are available at more than 80,000 individual retail stores across 45 countries. To learn more about how SodaStream makes water exciting and follow SodaStream on Facebook, Twitter, Pinterest, Instagram and YouTube, visit <http://www.sodastream.com>.

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. Terminology such as “estimate,” “expect,” “may,” “plan,” “position,” “will” or similar statements or variations of such words and other similar expressions are intended to identify forward-looking statements, although not all forward looking statements contain such terms. Forward-looking statements 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 or otherwise; changes in, or failure to comply with, applicable laws and regulations; imposition or proposed imposition of new or increased taxes aimed at PepsiCo’s products; imposition of labeling or warning requirements on PepsiCo’s products; changes in laws related to packaging and disposal of PepsiCo’s products; PepsiCo’s ability to compete effectively; failure to successfully complete or integrate acquisitions and joint ventures into PepsiCo’s existing operations, including with respect to the SodaStream acquisition; or to complete or manage divestitures or refranchisings; changes in estimates and underlying assumptions regarding future performance that could result in an impairment charge; increase in income tax rates, changes in income tax laws or disagreements with tax authorities; PepsiCo’s ability to recruit, hire or retain key employees or a highly skilled and diverse workforce; loss of any key customer or disruption to the retail landscape, including rapid growth in hard discounters and the e-commerce channel; climate change or water scarcity, or legal, regulatory or market measures to address climate change or water scarcity; other factors that may adversely affect the price of PepsiCo’s publicly traded securities and financial performance.

For additional information on these and other factors that could cause PepsiCo’s or SodaStream’s actual results to materially differ from those set forth herein, 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 and SodaStream’s filings with the Securities and Exchange Commission, including its most recent annual report on Form 20-F and subsequent Reports of Foreign Private Issuer on Form 6-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 and SodaStream undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Contacts:

Investors	Media
Jamie Caulfield	Carrie Ratner
Investor Relations	Corporate Communications
+ 1 914-253-3035	+ 1 914-253-3817
investor@pepsico.com	carrie.ratner@pepsico.com
