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**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**

**July 31, 2002 (July 24, 2002)**

**Date of Report (Date of earliest event reported)**

**PepsiCo, Inc.**

**(Exact name of registrant as specified in its 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**

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**Item 5. Other Events**

On July 24, 2002, PepsiCo, Inc. submitted to the Securities and Exchange Commission the Statements under Oath of the Principal Executive Officer and the Principal Financial Officer in accordance with the SEC's June 27, 2002 Order requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

The information in Exhibit 99.1 and Exhibit 99.2 are incorporated herein by reference.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

**(c) Exhibits**

- 99.1 Statement Under Oath of Principal Executive Officer of PepsiCo, Inc.  
Regarding Facts and Circumstances Relating to Exchange Act Filings.
- 99.2 Statement Under Oath of Principal Financial Officer of PepsiCo, Inc.  
Regarding Facts and Circumstances Relating to Exchange Act Filings.

## 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: July 31, 2002

**PepsiCo, Inc.**

By: /S/ THOMAS H. TAMONEY, JR.  
Thomas H. Tamoney, Jr.  
Vice President and  
Associate General Counsel

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Statement Under Oath of Principal Executive Officer of PepsiCo, Inc. Regarding Facts and Circumstanced Relating to Exchange Act Filings.
99.2	Statement Under Oath of Principal Financial Officer of PepsiCo, Inc. Regarding Facts and Circumstanced Relating to Exchange Act Filings.

**Statement Under Oath of Principal Executive Officer of PepsiCo, Inc.  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Steven S Reinemund, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports (as defined below) of PepsiCo, Inc., and, except as corrected or supplemented in a subsequent covered report:
- No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with PepsiCo's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement is a “covered report”:
- Annual Report on Form 10-K for the fiscal year ended December 29, 2001 of PepsiCo, Inc.
  - All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of PepsiCo, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - Any amendments to the foregoing.

Dated: July 24, 2002

/s/ Steven S Reinemund  
Name: Steven S Reinemund  
Title: Chief Executive Officer

Subscribed and sworn to before me  
this 24th day of July, 2002.

/s/ Cathleen Gold  
Notary Public, State of New York  
No. 5005541  
Qualified in Westchester County  
My Commission Expires Dec. 14, 2002

**Statement Under Oath of Principal Financial Officer of PepsiCo, Inc.  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Indra K. Nooyi, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports (as defined below) of PepsiCo, Inc., and, except as corrected or supplemented in a subsequent covered report:
- No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with PepsiCo's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement is a “covered report”:
- Annual Report on Form 10-K for the fiscal year ended December 29, 2001 of PepsiCo, Inc.
  - All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of PepsiCo, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - Any amendments to the foregoing.

Dated: July 24, 2002

/s/ Indra K. Nooyi

Name: Indra K. Nooyi

Title: President and Chief Financial Officer

Subscribed and sworn to before me  
this 24th day of July, 2002.

/s/ Cathleen Gold

Notary Public, State of New York

No. 5005541

Qualified in Westchester County

My Commission Expires Dec. 14, 2002