

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Main reporting form with sections for Name and Address, Issuer Name and Ticker, Date of Earliest Transaction, Relationship of Reporting Person(s) to Issuer, and Rule 10b5-1(c) Transaction Indication.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 7 columns: Title of Security, Transaction Date, Deemed Execution Date, Transaction Code, Securities Acquired/Disposed, Amount, Price, Ownership Form, Nature of Indirect Beneficial Ownership.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 11 columns: Title of Derivative Security, Conversion or Exercise Price, Transaction Date, Deemed Execution Date, Transaction Code, Number of Derivative Securities, Date Exercisable and Expiration Date, Title and Amount of Securities, Price of Derivative Security, Number of derivative Securities, Ownership Form, Nature of Indirect Beneficial Ownership.

Explanation of Responses:

- 1. This number represents the restricted stock units ("RSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. These RSUs vest at various dates through June 1, 2025.
2. This number represents the performance-based restricted stock units ("PSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. These PSUs will become vested on March 1, 2026...

Remarks:

/s/ Cynthia A. Nastanski, Attorney-in-Fact 06/05/2023
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.