

**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): August 29, 2019

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
(Address of principal executive offices)

10577
(Zip Code)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value 1-2/3 cents per share	PEP	The Nasdaq Stock Market LLC
2.500% Senior Notes Due 2022	PEP22a	The Nasdaq Stock Market LLC
1.750% Senior Notes Due 2021	PEP21a	The Nasdaq Stock Market LLC
2.625% Senior Notes Due 2026	PEP26	The Nasdaq Stock Market LLC
0.875% Senior Notes Due 2028	PEP28	The Nasdaq Stock Market LLC
0.750% Senior Notes due 2027	PEP27	The Nasdaq Stock Market LLC
1.125% Senior Notes due 2031	PEP31	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

On August 29, 2019, 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 4.50% Senior Notes due 2020 (CUSIP No. 713448 BN7), originally issued on January 14, 2010 (the “2020 Notes”), at a cash redemption price (the “Redemption Price”) to be calculated as provided in the 2020 Notes, plus accrued and unpaid interest, if any, to the redemption date of September 30, 2019 (the “Redemption Date”). Upon completion of the redemption, no 2020 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 2020 Notes to the Trustee. Interest on the 2020 Notes called for redemption will cease to accrue from and after the Redemption Date. The notice of redemption will be sent to the registered holders of the 2020 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 2020 Note is incorporated into this Current Report on Form 8-K by reference to Exhibit 4.1 hereto.

The information in this Item 7.01, 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, 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, except as otherwise expressly stated in such filing.

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

[4.1 Form of 4.50% Senior Note due 2020, which is incorporated herein by reference to Exhibit 4.3 to PepsiCo’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 13, 2010.](#)

[99.1 Notice of Redemption of 4.50% Senior Notes due 2020.](#)

104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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: August 29, 2019

By: /s/ Cynthia A. Nastanski

Name: Cynthia A. Nastanski

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

NOTICE OF REDEMPTION
PepsiCo, Inc.
4.50% Senior Notes Due 2020
(CUSIP No. 713448BN7)¹

NOTICE IS HEREBY GIVEN THAT, pursuant to the Indenture dated as of May 21, 2007 (the “Indenture”), relating to the 4.50% Senior Notes Due 2020 (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 September 30, 2019 (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 15 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 Mellon
 111 Sanders Creek Parkway
 East Syracuse, NY 13057
 Att: Redemption Unit

Express Delivery Only

The Bank of New York Mellon
 111 Sanders Creek Parkway
 East Syracuse, NY 13057
 Att: Redemption Unit

By Hand Only

The Bank of New York Mellon
 111 Sanders Creek Parkway
 East Syracuse, NY 13057
 Att: Redemption Unit

Notes held through The Depository Trust Company (“DTC”) should be surrendered for redemption in accordance with DTC’s procedures therefor.

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-FOUR PERCENT (24%) 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 APPROPRIATE, AND SEND IT TO THE PAYING AGENT IN CONNECTION WITH THE REDEMPTION.

Dated as of August 29, 2019 PepsiCo, Inc.

¹ 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.
