# UNITED STATES

**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 Date of Report (Date of earliest event reported):** May 3, 2023

PepsiCo, Inc.

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

**North Carolina 1-1183** **13-1584302**

**(State or other jurisdiction of incorporation)**

**(Commission File Number)**

**700 Anderson Hill Road, Purchase, New York 10577 (Address of principal executive offices and Zip Code)**

**Registrant’s telephone number, including area code: (914) 253-2000 N/A**

**(Former name or former address, if changed since last report)**

**(IRS Employer Identification No.)**

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 Symbols** |  | **Name of each exchange on which registered** |
| Common Stock, par value 1-2/3 cents per share |  | PEP |  | The Nasdaq Stock Market LLC |
| 0.250% Senior Notes Due 2024 |  | PEP24 |  | The Nasdaq Stock Market LLC |
| 2.625% Senior Notes Due 2026 |  | PEP26 |  | The Nasdaq Stock Market LLC |
| 0.750% Senior Notes Due 2027 |  | PEP27 |  | The Nasdaq Stock Market LLC |
| 0.875% Senior Notes Due 2028 |  | PEP28 |  | The Nasdaq Stock Market LLC |
| 0.500% Senior Notes Due 2028 |  | PEP28a |  | The Nasdaq Stock Market LLC |
| 3.200% Senior Notes Due 2029 |  | PEP29 |  | The Nasdaq Stock Market LLC |
| 1.125% Senior Notes Due 2031 |  | PEP31 |  | The Nasdaq Stock Market LLC |
| 0.400% Senior Notes Due 2032 |  | PEP32 |  | The Nasdaq Stock Market LLC |
| 0.750% Senior Notes Due 2033 |  | PEP33 |  | The Nasdaq Stock Market LLC |
| 3.550% Senior Notes Due 2034 |  | PEP34 |  | The Nasdaq Stock Market LLC |
| 0.875% Senior Notes Due 2039 |  | PEP39 |  | The Nasdaq Stock Market LLC |
| 1.050% Senior Notes Due 2050 |  | PEP50 |  | 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 5.07. Submission of Matters to a Vote of Security Holders.**

PepsiCo, Inc. (“PepsiCo”) held its 2023 Annual Meeting of Shareholders on May 3, 2023. For more information on the following proposals, see PepsiCo’s proxy statement for the 2023 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on March 21, 2023. Below are the final voting results.

1. The following 15 persons were elected to serve as directors of PepsiCo:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Nominee** | **For** | **Against** | **Abstain** | **Broker Non-Votes** |
| Segun Agbaje | 1,005,178,935 | 12,334,137 | 2,634,817 | 172,969,325 |
| Jennifer Bailey | 1,013,605,781 | 4,200,722 | 2,341,386 | 172,969,325 |
| Cesar Conde | 995,535,275 | 21,945,852 | 2,666,762 | 172,969,325 |
| Ian Cook | 970,556,463 | 46,852,800 | 2,738,626 | 172,969,325 |
| Edith W. Cooper | 1,009,691,687 | 7,917,877 | 2,538,325 | 172,969,325 |
| Susan M. Diamond | 1,013,305,062 | 4,427,794 | 2,415,033 | 172,969,325 |
| Dina Dublon | 985,425,035 | 32,153,405 | 2,569,449 | 172,969,325 |
| Michelle Gass | 1,000,092,389 | 17,641,092 | 2,414,408 | 172,969,325 |
| Ramon L. Laguarta | 943,626,804 | 69,085,058 | 7,436,027 | 172,969,325 |
| Dave J. Lewis | 1,006,427,071 | 11,070,996 | 2,649,822 | 172,969,325 |
| David C. Page, MD | 1,003,283,751 | 14,249,896 | 2,614,242 | 172,969,325 |
| Robert C. Pohlad | 979,380,661 | 38,117,910 | 2,649,318 | 172,969,325 |
| Daniel Vasella, MD | 955,503,117 | 61,979,746 | 2,665,026 | 172,969,325 |
| Darren Walker | 1,000,905,148 | 16,593,233 | 2,649,508 | 172,969,325 |
| Alberto Weisser | 981,592,374 | 35,889,239 | 2,666,276 | 172,969,325 |

1. The shareholders ratified the appointment of KPMG LLP as the independent registered public accounting firm for PepsiCo for fiscal year 2023:

|  |  |
| --- | --- |
| For | 1,125,448,378 |
| Against | 65,112,424 |
| Abstain | 2,556,412 |
| (3) The shareholders approved, on an advisory basis, PepsiCo’s executive compensation: |  |
| For | 901,248,622 |
| Against | 110,102,370 |
| Abstain | 8,796,897 |
| Broker Non-Votes | 172,969,325 |

(4) The shareholders approved, on an advisory basis, the holding of an advisory vote on the compensation of PepsiCo’s named executive officers every year:

|  |  |
| --- | --- |
| One Year | 994,856,204 |
| Two Years | 4,331,004 |
| Three Years | 17,603,165 |
| Abstain | 3,357,516 |
| Broker Non-Votes | 172,969,325 |
| In light of the voting results on this advisory vote, and consistent with its recommendation to shareholders, PepsiCo’s Board of Directors has decided that PepsiCo will hold an advisory vote on the compensation of PepsiCo’s named executive officers every year. | |

|  |  |
| --- | --- |
| (5) The shareholder proposal regarding independent Board Chair was defeated: |  |
| For | 250,838,697 |
| Against | 746,982,272 |
| Abstain | 22,326,920 |
| Broker Non-Votes | 172,969,325 |
| (6) The shareholder proposal regarding a global transparency report was defeated: |  |
| For | 185,034,699 |
| Against | 814,416,953 |
| Abstain | 20,696,237 |
| Broker Non-Votes  (7) The shareholder proposal regarding a report on impacts of reproductive healthcare legislation was defeated: | 172,969,325 |
| For | 158,917,578 |
| Against | 830,627,354 |
| Abstain | 30,602,957 |
| Broker Non-Votes | 172,969,325 |
| (8) The shareholder proposal regarding a congruency report on net-zero emissions policies was defeated: |  |
| For | 19,718,780 |
| Against | 977,228,788 |
| Abstain | 23,200,321 |
| Broker Non-Votes | 172,969,325 |

**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: May 5, 2023 By: /s/ Cynthia A. Nastanski Name: Cynthia A. Nastanski

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