

**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): February 10, 2022

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

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))
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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 |
| 2.500% Senior Notes Due 2022 | PEP22a | 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 |
| 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 |
| 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 2.02. Results of Operations and Financial Condition.

The information in this Item 2.02, including Exhibit 99.1 attached hereto, 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.

Attached as Exhibit 99.1 and incorporated by reference into this Item 2.02 is a copy of the press release issued by PepsiCo, Inc. (“PepsiCo”), dated February 10, 2022, reporting PepsiCo’s financial results for the 16 and 52 weeks ended December 25, 2021.

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

| <u>Exhibit No.</u> | <u>Description</u> |
|-----------------------------|--|
| <u>99.1</u> | <u>Press Release issued by PepsiCo, Inc., dated February 10, 2022.</u> |
| 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: February 9, 2022

| | |
|--------|---|
| By: | <u>/s/ David Flavell</u> |
| Name: | David Flavell |
| Title: | Executive Vice President, General Counsel and Corporate Secretary |