

PEPSICO INC
Form 8-K
July 17, 2015

**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): **July 14, 2015**

PepsiCo, Inc.

(Exact Name of Registrant as Specified in Charter)

North Carolina
(State or Other Jurisdiction of
Incorporation)

1-1183
(Commission File Number)

13-1584302
(IRS Employer Identification
No.)

700 Anderson Hill Road

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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 (see General Instruction A.2. below):

- 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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Item 8.01. Other Events.**PepsiCo Senior Notes Offering.**

On July 14, 2015, PepsiCo, Inc. (PepsiCo) announced an offering of \$600,000,000 of its Floating Rate Notes due 2017 (the Floating Rate Notes), \$650,000,000 of its 1.125% Senior Notes due 2017 (the 2017 Notes), \$800,000,000 of its 3.100% Senior Notes due 2022 (the 2022 Notes), \$700,000,000 of its 3.500% Senior Notes due 2025 (the 2025 Notes) and \$500,000,000 of its 4.600% Senior Notes due 2045 (the 2045 Notes) and, together with the Floating Rate Notes, 2017 Notes, 2022 Notes and 2025 Notes, the Notes. Goldman, Sachs & Co., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC were joint bookrunners for the offering of the Notes.

The public offering price of the Floating Rate Notes was 100.000% of the principal amount, the public offering price of the 2017 Notes was 99.968% of the principal amount, the public offering price of the 2022 Notes was 99.981% of the principal amount, the public offering price of the 2025 Notes was 99.532% of the principal amount and the public offering price of the 2045 Notes was 99.645% of the principal amount. PepsiCo received net proceeds of approximately \$3,231 million, after deducting underwriting discounts and estimated offering expenses payable by PepsiCo. The net proceeds will be used for general corporate purposes, including the repayment of commercial paper. The Notes were offered and sold pursuant to a Terms Agreement (the Terms Agreement) dated July 14, 2015 (incorporating the Underwriting Agreement Standard Provisions dated July 14, 2015) among PepsiCo and the representatives of the several underwriters, under PepsiCo's automatic shelf registration statement (the Registration Statement) on Form S-3 (Registration No. 333-197640), filed with the Securities and Exchange Commission (the SEC) on July 25, 2014. PepsiCo has filed with the SEC a prospectus supplement, dated July 14, 2015, together with the accompanying prospectus, dated July 25, 2014, relating to the offer and sale of the Notes. The Notes were issued on July 17, 2015 pursuant to an Indenture (the Indenture) dated as of May 21, 2007 between PepsiCo and The Bank of New York Mellon, as Trustee. The following table summarizes information about the Notes and the offering thereof.

| Title of Securities: | Floating Rate Notes due 2017 | 1.125% Senior Notes due 2017 | 3.100% Senior Notes due 2022 | 3.500% Senior Notes due 2025 | 4.600% Senior Notes due 2045 |
|-------------------------------------|--|---|---|---|---|
| Aggregate principal amount offered: | \$600,000,000 | \$650,000,000 | \$800,000,000 | \$700,000,000 | \$500,000,000 |
| Maturity date: | July 17, 2017 | July 17, 2017 | July 17, 2022 | July 17, 2025 | July 17, 2045 |
| Interest payment dates: | Quarterly on each January 17, April 17, July 17 and October 17, commencing on October 17, 2015. | Semi-annually on each January 17 and July 17, commencing on January 17, 2016. | Semi-annually on each January 17 and July 17, commencing on January 17, 2016. | Semi-annually on each January 17 and July 17, commencing on January 17, 2016. | Semi-annually on each January 17 and July 17, commencing on January 17, 2016. |
| Initial interest rate: | 3 month LIBOR plus 25 basis points, determined on the second London banking day prior to July 17, 2015 | | | | |
| Coupon: | | 1.125% | 3.100% | 3.500% | 4.600% |
| Optional redemption: | | Prior to July 17, 2017, make-whole call at | Prior to May 17, 2022, make-whole call at | Prior to April 17, 2025, make-whole | Prior to January 17, 2045, make-whole call |

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|--|--|------------------------------------|---|---|--|
| | | Treasury rate plus 10 basis points | Treasury rate plus 15 basis points; par call at any time on or after May 17, 2022 | call at Treasury rate plus 20 basis points; par call at any time on or after April 17, 2025 | at Treasury rate plus 25 basis points; par call at any time on or after January 17, 2045 |
|--|--|------------------------------------|---|---|--|

The Notes are unsecured obligations of PepsiCo and rank equally with all of PepsiCo's other unsecured senior indebtedness. The Indenture also contains customary event of default provisions.

The above description of the Terms Agreement, the Indenture and the Notes is qualified in its entirety by reference to the Terms Agreement, the Indenture and the forms of Notes. Each of the Terms Agreement and the forms of the Floating Rate Notes, 2017 Notes, 2022 Notes, 2025 Notes and 2045 Notes is incorporated by reference into the Registration Statement and is attached to this Current Report on Form 8-K as Exhibit 1.1, Exhibit 4.1, Exhibit 4.2, Exhibit 4.3, Exhibit 4.4 and Exhibit 4.5, respectively. The Board of Directors resolutions authorizing PepsiCo's officers to establish the terms of the Notes are incorporated by reference to Exhibit 4.6 hereto. The Indenture has been incorporated by reference as Exhibit 4.3 to the Registration Statement. Opinions regarding the legality of the Notes are incorporated by reference into the Registration Statement and are attached to this Current Report on Form 8-K as Exhibits 5.1 and 5.2; and consents relating to such incorporation of such opinions are incorporated by reference into the Registration Statement and are attached to this Current Report on Form 8-K as Exhibits 23.1 and 23.2 by reference to their inclusion within Exhibits 5.1 and 5.2, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

1.1 Terms Agreement dated July 14, 2015 (incorporating the Underwriting Agreement Standard Provisions dated July 14, 2015) among PepsiCo and Goldman, Sachs & Co., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC as representatives of the several underwriters named therein.

4.1 Form of Floating Rate Notes due 2017

4.2 Form of 1.125% Senior Notes due 2017

4.3 Form of 3.100% Senior Notes due 2022

4.4 Form of 3.500% Senior Notes due 2025

4.5 Form of 4.600% Senior Notes due 2045

4.6 Board of Directors Resolutions Authorizing PepsiCo's Officers to Establish the Terms of the Notes (incorporated by reference to Exhibit 4.4 to PepsiCo's Current Report on Form 8-K filed February 28, 2013).

- 5.1 Opinion of Davis Polk & Wardwell LLP.
- 5.2 Opinion of Womble Carlyle Sandridge & Rice, LLP.
- 23.1 Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).
- 23.2 Consent of Womble Carlyle Sandridge & Rice, LLP (included in Exhibit 5.2).

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 17, 2015

PepsiCo, Inc.

By: /s/ Cynthia A. Nastanski
Name: Cynthia A. Nastanski
Title: Senior Vice President, Corporate Law and
Deputy Corporate Secretary

INDEX TO EXHIBITS

| Exhibit Number | Description |
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