

PEPSICO INC
Form 8-A12B
April 30, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

PepsiCo, Inc.

(Exact Name of Registrant as Specified in Its Charter)

North Carolina

(State of Incorporation or Organization)

13-1584302

(I.R.S. Employer Identification No.)

700 Anderson Hill Road

Purchase, New York
(Address of Principal Executive Offices)

10577
(Zip Code)

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

**Title of Each Class
to be so Registered**

**Name of Each Exchange on Which
Each Class is to be Registered**

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1.750% Senior Notes due 2021

New York Stock Exchange

2.625% Senior Notes due 2026

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates:

333-177307
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

PepsiCo, Inc. (the **Company**) has filed with the Securities and Exchange Commission (the **Commission**) pursuant to Rule 424(b) under the Securities Act of 1933 (**Rule 424(b)**) a prospectus supplement dated April 23, 2014 (the **Prospectus Supplement**) to a Prospectus dated October 13, 2011 contained in the Company's effective Registration Statement on Form S-3 (Registration No. 333-177307), which Registration Statement was filed with the Securities and Exchange Commission on October 13, 2011 (the **Prospectus**), relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered

The information required by this item is incorporated by reference to the information contained in the sections captioned "Description of Notes and United States Federal Income Tax Considerations" in the Prospectus Supplement and "Description of Debt Securities" in the Prospectus.

Item 2. Exhibits

Exhibit Number	Description
4.1	Indenture dated as of May 21, 2007 (the Indenture) between PepsiCo, Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee (the Trustee) (incorporated herein by reference to Exhibit 4.3 to PepsiCo, Inc.'s Registration Statement on Form S-3 (File No. 333-154314) filed with the Commission on October 15, 2008).
4.2	Form of 1.750% Senior Notes due 2021 (incorporated herein by reference to Exhibit 4.1 to PepsiCo, Inc.'s Current Report on Form 8-K filed with the Commission on April 28, 2014).
4.3	Form of 2.625% Senior Notes due 2026 (incorporated herein by reference to Exhibit 4.2 to PepsiCo, Inc.'s Current Report on Form 8-K filed with the Commission on April 28, 2014).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PepsiCo, Inc.

By:	/s/ Cynthia Nastanski
Name:	Cynthia Nastanski
Title:	Senior Vice President, Corporate Law & Office of the Corporate Secretary

Date: April 30, 2014