

PEPSICO INC
Form 425
February 17, 2010

**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**

February 17, 2010
Date of report (Date of earliest event reported)

PepsiAmericas, Inc.
(Exact name of registrant as specified in its charter)

Delaware **1-15019** **13-6167838**
(State or other jurisdiction) (Commission (IRS Employer
of incorporation) File Number) Identification No.)

4000 RBC Plaza
60 South Sixth Street

Minneapolis, Minnesota 55402
(Address of principal executive offices, including zip code)
(612) 661-4000
(Registrant's telephone number, including area code)

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):

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))



ITEM 8.01 OTHER EVENTS.

On February 17, 2010, PepsiAmericas, Inc. (the “Company”) announced that its stockholders adopted the Agreement and Plan of Merger, dated as of August 3, 2009, among the Company, PepsiCo, Inc., and Pepsi-Cola Metropolitan Bottling Company, Inc., at the special meeting of the Company’s stockholders held February 17, 2010.

A copy of the press release is attached as Exhibit 99 hereto and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) See “Exhibit Index.”

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.

PepsiAmericas, Inc.

Date: February 17, 2010 By: /s/ Alexander H. Ware
Alexander H. Ware
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit
Number Description

99 Press release dated February 17, 2010.