

Exchange Act. "

Item 5.02 Departure of Directors or Certain Officers: Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As previously disclosed, the Board of Directors (the “Board”) of PepsiCo, Inc. (“PepsiCo”) appointed Ramon Laguarta as PepsiCo’s Chief Executive Officer and as a member of the Board, in each case effective October 3, 2018. In connection with the appointment of Mr. Laguarta, the Board, acting on the recommendation of the Compensation Committee of the Board, on August 15, 2018 set Mr. Laguarta’s annual base salary as Chief Executive Officer at \$1,300,000 and Mr. Laguarta’s annual incentive target at 200% of base salary. For 2018, Mr. Laguarta’s annual incentive award payout will be prorated (with the first nine months based on an annual target of 150% of his prior base salary and the final three months based on an annual target of 200% of his new base salary) and will be determined by achievement of PepsiCo’s pre-established performance goals. Mr. Laguarta will continue to be eligible to participate in PepsiCo’s long-term incentive program.

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: August 17, 2018

PepsiCo, Inc.

By: /s/ Cynthia Nastanski

Name: Cynthia Nastanski

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