

Spanos Mike  
 Form 3  
 October 20, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |          |                                      |  |  |
|---|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Spanos Mike                             |          | (Month/Day/Year)                     | PEPSICO INC [PEP]  |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |          | 10/13/2017                           |  |  |
| PEPSICO, INC., 700<br>ANDERSON HILL ROAD  |          |                                      | (Check all applicable)   |  |
|   | (Street) |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|   |          |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |          |                                      | (give title below)   | (specify below)                                      |
|   |          |                                      | Interim head of AMENA  |  |
| PURCHASE,Â NYÂ 10577                      |          |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)                                    | (State)  | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |          |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| PepsiCo, Inc. Common Stock      | 51,396 <sup>(1)</sup>                                 | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

## Edgar Filing: Spanos Mike - Form 3

|                                      | Date Exercisable | Expiration Date |                            | Amount or Number of Shares |  | or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|----------------------------|----------------------------|--|----------------------------|---|
| Employee Stock Option (right to buy) | 04/02/2015       | 04/01/2022      | PepsiCo, Inc. Common Stock | 15,789 \$ 66.5             |  | D                          | Â |
| Employee Stock Option (right to buy) | 03/01/2018       | 02/28/2025      | PepsiCo, Inc. Common Stock | 13,904 \$ 99.25            |  | D                          | Â |
| Employee Stock Option (right to buy) | 03/01/2019       | 02/28/2026      | PepsiCo, Inc. Common Stock | 29,165 \$ 98.75            |  | D                          | Â |
| Employee Stock Option (right to buy) | 03/01/2020       | 02/28/2027      | PepsiCo, Inc. Common Stock | 21,868 \$ 109.75           |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Spanos Mike<br>PEPSICO, INC., 700 ANDERSON HILL ROAD<br>PURCHASE, NY 10577 | Â             | Â         | Â Interim head of AMENA | Â     |

## Signatures

/s/ Cynthia A. Nastanski,  
Atty-in-Fact

10/20/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This number includes: 1) 3,476 restricted stock units ("RSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. (these RSUs are calculated on a one unit for one share basis; these RSUs vest on March 1, 2018; vesting of all RSUs is contingent upon the reporting person's continued employment with the company); 2) 27,846 performance-based restricted stock units ("PSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. (these PSUs vest at various dates through March 1, 2020 contingent upon the achievement of pre-established performance targets over a three-year performance period and Compensation Committee approval; the reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 175% of the PSUs granted, depending on the performance level achieved); and 3) 20,074 shares of PepsiCo Common Stock held in a personal brokerage account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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