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

On September 17, 2014, the Board of Directors (the "Board") of PepsiCo, Inc. ("PepsiCo") elected Dr. David C. Page as an independent member of the Board, effective November 20, 2014. Dr. Page will serve on the Audit Committee of the Board, effective November 20, 2014.

Upon joining the Board on November 20, 2014, Dr. Page will receive an award for new non-employee directors under PepsiCo's non-employee director compensation program. Under this program, Dr. Page will receive, on November 20, 2014, an initial stock award of 1,000 shares of PepsiCo Common Stock and a prorated annual equity award equal to a number of phantom stock units determined by dividing \$137,500 by the closing price of PepsiCo Common Stock. Each phantom stock unit is intended to be the economic equivalent of a share of PepsiCo Common Stock. In addition, Dr. Page is entitled to an annual cash retainer with the first semi-annual payment of \$55,000 to be made in June 2015.

Dr. Page, 58, currently serves as the director of the Whitehead Institute for Biomedical Research, an independent nonprofit research and educational institution affiliated with Massachusetts Institute of Technology ("MIT"). He also serves as a professor of biology at MIT and as an investigator at the Howard Hughes Medical Institute.

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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.

PepsiCo, Inc.

September 19, 2014

By: */s/ Cynthia Nastanski*

*Name: Cynthia Nastanski
Title: Senior Vice President, Corporate Law and Deputy
Corporate Secretary*