

PEPSICO INC  
Form 8-K  
May 04, 2018

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

Date of Report (Date of earliest event reported): May 2, 2018

PepsiCo, Inc.

(Exact name of registrant as specified in its charter)

North Carolina 1-1183 13-1584302

(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

700 Anderson Hill Road, Purchase, New York 10577

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (914) 253-2000

N/A

(Former name or former address, if changed since last report)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

PepsiCo, Inc. (“PepsiCo”) held its 2018 Annual Meeting of Shareholders on May 2, 2018. For more information on the following proposals, see PepsiCo’s proxy statement for the 2018 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on March 16, 2018. Below are the final voting results.

(1) The following 13 persons were elected to serve as directors of PepsiCo:

| Nominee            | For           | Against    | Abstain    | Broker Non-Votes |
|--------------------|---------------|------------|------------|------------------|
| Shona L. Brown     | 1,003,632,149 | 28,220,725 | 2,697,791  | 215,963,994      |
| George W. Buckley  | 986,790,136   | 44,049,601 | 3,710,928  | 215,963,994      |
| Cesar Conde        | 1,026,094,856 | 5,455,510  | 3,000,299  | 215,963,994      |
| Ian M. Cook        | 1,021,035,275 | 10,567,137 | 2,948,253  | 215,963,994      |
| Dina Dublon        | 996,065,585   | 35,729,666 | 2,755,414  | 215,963,994      |
| Richard W. Fisher  | 1,026,598,986 | 5,021,549  | 2,930,130  | 215,963,994      |
| William R. Johnson | 1,026,988,774 | 4,646,594  | 2,915,297  | 215,963,994      |
| Indra K. Nooyi     | 985,178,700   | 38,789,629 | 10,582,336 | 215,963,994      |
| David C. Page, MD  | 1,006,616,673 | 25,010,193 | 2,923,799  | 215,963,994      |
| Robert C. Pohlad   | 1,021,952,356 | 8,922,118  | 3,676,191  | 215,963,994      |
| Daniel Vasella, MD | 967,912,552   | 56,538,550 | 10,099,563 | 215,963,994      |
| Darren Walker      | 1,024,803,520 | 5,934,164  | 3,812,981  | 215,963,994      |
| Alberto Weisser    | 1,024,663,994 | 6,112,894  | 3,773,777  | 215,963,994      |

(2) The shareholders ratified the appointment of KPMG LLP as the independent registered public accounting firm for PepsiCo for fiscal year 2018:

For 1,224,007,684  
 Against 23,136,125  
 Abstain 3,370,850

(3) The shareholders approved, on an advisory basis, PepsiCo’s executive compensation:

For 942,903,872  
 Against 79,545,163  
 Abstain 12,101,630  
 Broker Non-Votes 215,963,994

(4) The shareholder proposal regarding special shareowner meeting improvement was defeated:

For 492,392,220  
 Against 532,219,580  
 Abstain 9,938,865  
 Broker Non-Votes 215,963,994

**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.

Date: May 4, 2018 By: /s/ Cynthia A. Nastanski

Name: Cynthia A. Nastanski

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