

PEPSICO INC

Form 8-K

May 03, 2019

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**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 1, 2019**

**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)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

| <b>Title of each class</b>                    | <b>Trading symbols</b> | <b>Name of each exchange on which registered</b> |
|---|------------------------|--|
| Common Stock, par value 1-2/3 cents per share | PEP                    | The Nasdaq Stock Market LLC                      |
| 2.500% Senior Notes Due 2022                  | PEP22a                 | The Nasdaq Stock Market LLC                      |
| 1.750% Senior Notes Due 2021                  | PEP21a                 | The Nasdaq Stock Market LLC                      |
| 2.625% Senior Notes Due 2026                  | PEP26                  | The Nasdaq Stock Market LLC                      |
| 0.875% Senior Notes Due 2028                  | PEP28                  | The Nasdaq Stock Market LLC                      |
| 0.750% Senior Notes Due 2027                  | PEP27                  | The Nasdaq Stock Market LLC                      |
| 1.125% Senior Notes Due 2031                  | PEP31                  | The Nasdaq Stock Market LLC                      |

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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 2019 Annual Meeting of Shareholders on May 1, 2019. For more information on the following proposals, see PepsiCo’s proxy statement for the 2019 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on March 22, 2019. Below are the final voting results.

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

| <b>Nominee</b>     | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--------------------|-------------|----------------|----------------|-------------------------|
| Shona L. Brown     | 985,151,739 | 16,059,723     | 2,656,748      | 233,644,848             |
| Cesar Conde        | 996,297,572 | 4,482,440      | 3,088,198      | 233,644,848             |
| Ian Cook           | 984,183,272 | 16,974,176     | 2,710,762      | 233,644,848             |
| Dina Dublon        | 975,707,075 | 24,855,004     | 3,306,131      | 233,644,848             |
| Richard W. Fisher  | 996,358,650 | 4,835,937      | 2,673,623      | 233,644,848             |
| Michelle Gass      | 996,634,273 | 3,941,932      | 3,292,005      | 233,644,848             |
| William R. Johnson | 996,107,714 | 4,823,244      | 2,937,252      | 233,644,848             |
| Ramon Laguarta     | 952,764,002 | 43,152,692     | 7,951,516      | 233,644,848             |
| David C. Page, MD  | 989,048,736 | 12,128,248     | 2,691,226      | 233,644,848             |
| Robert C. Pohlad   | 991,006,883 | 9,365,982      | 3,495,345      | 233,644,848             |
| Daniel Vasella, MD | 946,595,257 | 48,509,081     | 8,763,872      | 233,644,848             |
| Darren Walker      | 993,409,451 | 7,758,384      | 2,700,375      | 233,644,848             |
| Alberto Weisser    | 995,464,100 | 5,637,224      | 2,766,886      | 233,644,848             |

(2) The shareholders ratified the appointment of KPMG LLP as the independent registered public accounting firm for PepsiCo for fiscal year 2019:

For 1,202,890,395

Against 31,251,238

Abstain 3,371,425

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

For 926,357,794

Against 65,959,798

Abstain 11,550,618

Broker Non-Votes 233,644,848

(4) The shareholders approved amendments to PepsiCo’s Articles of Incorporation to eliminate supermajority voting standards:

For 985,384,389

Against 13,610,728

Abstain 4,873,093

Broker Non-Votes 233,644,848

A copy of PepsiCo’s Amended and Restated Articles of Incorporation is filed herewith as Exhibit 3.1.

(5) The shareholder proposal regarding independent Board chairman was defeated:

|                  |             |
|------------------|-------------|
| For              | 252,454,040 |
| Against          | 741,520,222 |
| Abstain          | 9,893,948   |
| Broker Non-Votes | 233,644,848 |

(6) The shareholder proposal regarding disclosure of pesticide management data was defeated:

|                  |             |
|------------------|-------------|
| For              | 105,210,064 |
| Against          | 873,380,248 |
| Abstain          | 25,277,898  |
| Broker Non-Votes | 233,644,848 |

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit No. Description

3.1 Amended and Restated Articles of Incorporation of PepsiCo, Inc., effective as of May 1, 2019.

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**INDEX TO EXHIBITS**

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3.1 Amended and Restated Articles of Incorporation of PepsiCo, Inc., effective as of May 1, 2019.

**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 3, 2019 By: /s/ Cynthia A. Nastanski

Name: Cynthia A. Nastanski

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