

Edgar Filing: PEPSICO INC - Form FWP

PEPSICO INC
Form FWP
October 05, 2017

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-216082

October 5, 2017

PepsiCo, Inc.

Floating Rate Notes due 2018

2.000% Senior Notes due 2021

3.000% Senior Notes due 2027

| | | | |
|-------------------------------------|---|---|---|
| Issuer: | PepsiCo, Inc. | | |
| Ratings (Moody's / S&P): | A1 / A+ (Stable Outlook / Stable Outlook) | | |
| Trade Date: | October 5, 2017 | | |
| Settlement Date (T+2): | October 10, 2017 | | |
| Title of Securities: | Floating Rate Notes due 2018 | 2.000% Senior Notes due 2021 | 3.000% Senior Notes due 2027 |
| Aggregate Principal Amount Offered: | \$1,500,000,000 | \$1,000,000,000 | \$1,500,000,000 |
| Maturity Date: | October 15, 2018 | April 15, 2021 | October 15, 2027 |
| Interest Payment Dates: | Quarterly on January 15, April 15, July 15 and October 15, commencing on January 15, 2018 | Semi-annually on each April 15 and October 15, commencing on April 15, 2018 | Semi-annually on each April 15 and October 15, commencing on April 15, 2018 |
| Spread to LIBOR: | +0 basis points | | |
| Designated LIBOR Page: | Reuters Page LIBOR01 | | |
| Index Maturity: | 3 Months | | |
| Interest Reset Dates: | January 15, April 15 and July 15 | | |

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|---------------------------|--|----------------------------|
| Initial Interest Rate: | 3 month LIBOR plus 0 basis points, determined on the second London banking day prior to October 10, 2017 | |
| Benchmark Treasury: | 1.375% due September 15, 2020 | 2.250% due August 15, 2027 |
| Benchmark Treasury Yield: | 1.626% | 2.353% |
| Spread to Treasury: | +38 basis points | +68 basis points |
| Re-offer Yield: | 2.006% | 3.033% |

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|--|--|---|------------------------------|
| Coupon: | 2.000% | 3.000% | |
| Price to Public: | 100.000% | 99.980% | 99.717% |
| Optional Redemption: | Prior to March 15, 2021, make-whole call at Treasury rate plus 10 basis points; par call at any time on or after March 15, 2021 | Prior to July 15, 2027, make-whole call at Treasury rate plus 15 basis points; par call at any time on or after July 15, 2027 | |
| Net Proceeds to PepsiCo (Before Expenses): | \$1,498,875,000 | \$997,300,000 | \$1,489,005,000 |
| Use of Proceeds: | PepsiCo intends to use the net proceeds from this offering for general corporate purposes, including the repayment of commercial paper. | | |
| Day Count Fraction: | Actual/360 | 30/360 | 30/360 |
| CUSIP / ISIN: | 713448 DW5 / US713448DW56 | 713448 DX3 / US713448DX30 | 713448 DY1 / US713448DY13 |
| Minimum Denomination: | \$2,000 and integral multiples of \$1,000 | | |
| Joint Book-Running Managers: | BNP Paribas Securities Corp. Citigroup Global Markets Inc. Goldman Sachs & Co. LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated | | |
| Co-Managers: | HSBC Securities (USA) Inc. Mizuho Securities USA LLC UBS Securities LLC ANZ Securities, Inc. Barclays Capital Inc. BNY Mellon Capital Markets, LLC ING Financial Markets LLC U.S. Bancorp Investments, Inc. Drexel Hamilton, LLC Loop Capital Markets LLC | | |

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The Williams Capital Group, L.P.

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The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling **BNP Paribas Securities**

Corp. toll-free at 1-800-854-5674, Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Goldman Sachs & Co. LLC toll-free at 1-866-471-2526 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.

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