

# Edgar Filing: PEPSICO INC - Form FWP

PEPSICO INC  
Form FWP  
August 09, 2012

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-177307

August 8, 2012

## PepsiCo, Inc.

0.700% Senior Notes due 2015

1.250% Senior Notes due 2017

3.600% Senior Notes due 2042

|                                     |                                                                                   |                                                                                   |                                                                                   |
|-------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| Issuer:                             | PepsiCo, Inc.                                                                     |                                                                                   |                                                                                   |
| Ratings (Moody's / S&P):            | Aa3 / A- (negative / stable outlook)                                              |                                                                                   |                                                                                   |
| Trade Date:                         | August 8, 2012                                                                    |                                                                                   |                                                                                   |
| Settlement Date (T+3):              | August 13, 2012                                                                   |                                                                                   |                                                                                   |
| Title of Securities:                | 0.700% Senior Notes due 2015                                                      | 1.250% Senior Notes due 2017                                                      | 3.600% Senior Notes due 2042                                                      |
| Aggregate Principal Amount Offered: | \$900,000,000                                                                     | \$1,000,000,000                                                                   | \$600,000,000                                                                     |
| Maturity Date:                      | August 13, 2015                                                                   | August 13, 2017                                                                   | August 13, 2042                                                                   |
| Interest Payment Dates:             | Semi-annually on each February 13 and August 13, commencing on February 13, 2013. | Semi-annually on each February 13 and August 13, commencing on February 13, 2013. | Semi-annually on each February 13 and August 13, commencing on February 13, 2013. |
| Benchmark Treasury:                 | 0.25% due July 15, 2015                                                           | 0.50% due July 31, 2017                                                           | 3.125% due February 15, 2042                                                      |
| Benchmark Treasury Yield:           | 0.381%                                                                            | 0.727%                                                                            | 2.741%                                                                            |
| Spread to Treasury:                 | +33 bps                                                                           | +63 bps                                                                           | +95 bps                                                                           |
| Re-offer Yield:                     | 0.711%                                                                            | 1.357%                                                                            | 3.691%                                                                            |
| Coupon:                             | 0.700%                                                                            | 1.250%                                                                            | 3.600%                                                                            |
| Price to Public:                    | 99.967%                                                                           | 99.484%                                                                           | 98.358%                                                                           |
| Optional Redemption:                | Make-whole call at Treasury rate plus 5 basis points                              | Make-whole call at Treasury rate plus 10 basis points                             | Make-whole call at Treasury rate plus 15 basis points                             |
| Daycount Fraction:                  | 30 / 360                                                                          | 30 / 360                                                                          | 30 / 360                                                                          |
| CUSIP/ISIN:                         | 713448 CA4 / US713448CA46                                                         | 713448 CB2 / US713448CB29                                                         | 713448 CC0 / US713448CC02                                                         |

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Minimum Denomination: \$2,000 and integral multiples of \$1,000  
Joint Bookrunners: Citigroup Global Markets Inc.

Morgan Stanley & Co. LLC

Co-Managers: RBS Securities Inc.  
ANZ Securities, Inc.

Lebenthal & Co., LLC

Samuel A. Ramirez & Company, Inc.

TD Securities (USA) LLC

UBS Securities LLC

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An explanation of the significance of ratings may be obtained from the ratings agencies. Generally, ratings agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to review, revision, suspension, reduction or withdrawal at any time by Moody's and Standard & Poor's. Each of the security ratings above should be evaluated independently of any other security rating.

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 Web site at [www.sec.gov](http://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 Citigroup Global Markets Inc. toll-free at 1-877-858-5407, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or RBS Securities Inc. toll-free at 1-866-884-2071.

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