

PEPSICO INC
Form DEFA14A
March 23, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

PepsiCo, Inc.

(Names of Registrant as Specified in its Charter)

(Names of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to Be Held on May 2, 2012.

PEPSICO, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 2, 2012
Date: May 2, 2012 **Time:** 9:00 A.M. E.D.T.
Location: North Carolina History Center At Tryon Palace
529 South Front Street

New Bern, NC 28562

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 16, 2012 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items

The Board of Directors recommends you vote FOR the following proposals:

1. Election of Directors

Nominees:

1a. S.L. Brown

1b. I.M. Cook

1c. D. Dublon

1d. V.J. Dzau

1e. R.L. Hunt

1f. A. Ibargiuen

1g. I.K. Nooyi

1h. S.P. Rockefeller

1i. J.J. Schiro

1j. L.G. Trotter

1k. D. Vasella

1l. A. Weisser

2. Ratify the appointment KPMG LLP as our independent registered public accountants for fiscal year 2012.

3. Approval, by non-binding vote, of executive compensation.

4. Re-approval of the performance measures under our 2007 Long-Term Incentive Plan.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST ITEMS NO. 5, 6 AND 7.

5. Shareholder Proposal - Lobbying Practices Report.

6. Shareholder Proposal - Formation of Risk Oversight Committee.

7. Shareholder Proposal - Chairman of the Board shall be an Independent Director.

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

YOUR VOTE IS IMPORTANT

*700 ANDERSON HILL ROAD
PURCHASE, NY 10577-1444*

VOTE BY INTERNET/TELEPHONE 24 HOURS A DAY, 7 DAYS A WEEK

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 5:00 P.M. E.D.T. on May 1, 2012. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 5:00 P.M. E.D.T. on May 1, 2012. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to PepsiCo, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

ADMISSION TICKET

Admission to the meeting will be on a first-come, first-served basis. This admission ticket and a government-issued photo identification card, such as a driver's license, state identification card or passport, will be required to enter the meeting. **Please bring this admission ticket to the meeting.**

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

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KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

PEPSICO, INC.

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THE BOARD OF DIRECTORS RECOMMENDS A

VOTE FOR ITEMS NO. 1, 2, 3 AND 4.

Vote on Directors

1. Election of Directors	For	Against	Abstain		For	Against	Abstain
Nominees:							
1a. S.L. Brown	"	"	"				
1b. I.M. Cook	"	"	"				
1c. D. Dublon	"	"	"	2. Ratify the appointment KPMG LLP as our independent registered public accountants for fiscal year 2012.	"	"	"
1d. V.J. Dzau	"	"	"	3. Approval, by non-binding vote, of executive compensation.	"	"	"
1e. R.L. Hunt	"	"	"	4. Re-approval of the performance measures under our 2007 Long-Term Incentive Plan.	"	"	"
1f. A. Ibarguen	"	"	"	THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST ITEMS NO. 5, 6 AND 7.	For	Against	Abstain
1g. I.K. Nooyi	"	"	"	5. Shareholder Proposal - Lobbying Practices Report.	"	"	"
1h. S.P. Rockefeller	"	"	"	6. Shareholder Proposal - Formation of Risk Oversight Committee.	"	"	"
1i. J.J. Schiro	"	"	"	7. Shareholder Proposal - Chairman of the Board shall be an Independent Director.	"	"	"
1j. L.G. Trotter	"	"	"	WHERE NO VOTING INSTRUCTIONS ARE GIVEN, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED FOR ITEMS NO. 1, 2, 3 AND 4, AND VOTED AGAINST ITEMS NO. 5, 6 AND 7.			
1k. D. Vasella	"	"	"				

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11. A. Weisser

Signature [PLEASE SIGN WITHIN BOX] ~~te~~

Signature (Joint Owners)

Date

Directions to North Carolina History Center at Tryon Palace

529 South Front Street, New Bern, North Carolina

North Carolina History Center at Tryon Palace

529 S. Front Street

New Bern, NC 28562

FROM THE SOUTH (Wilmington, Jacksonville):

Take Highway 17 North into New Bern. Stay on same road (also called ML King Blvd.) and pass Twin Rivers Mall. Go under Route 70 overpass (Hwy 17 becomes Business 17) - stay in middle lane. Road will veer right at Palace Motel and name will change to Neuse Blvd. Shortly after fire station name will change again to Broad Street. Continue on Broad Street to Hancock Street. Turn right on Hancock Street. Cross Pollock Street. Make a right onto Front Street. The North Carolina History Center will be immediately on your left.

FROM THE SOUTHWEST (Fayetteville):

Take I-95 North to Highway 70 East to New Bern. Take the Trent Road/Pembroke exit and turn left at the light. Turn right at the third light (Broad Street), and then turn right on Hancock Street. Cross Pollock Street. Make a right onto Front Street. The North Carolina History Center will be immediately on your left.

FROM THE NORTHWEST (Raleigh, Goldsboro):

Take Highway 70 East to New Bern. Take the Trent Road/Pembroke exit and turn left at the light. Turn right at the third light (Broad Street), and then turn right on Hancock Street. Cross Pollock Street. Make a right onto Front Street. The North Carolina History Center will be immediately on your left.

FROM THE NORTH (Greenville):

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Take Highway 17 South from Washington, NC. Cross the Neuse River Bridge, take the ramp straight to US 70 and cross the Freedom Memorial Bridge. Take the Trent Road/Pembroke exit and turn right at the light. Turn right at the third light (Broad Street) then turn right on Hancock Street. Cross Pollock Street. Make a right onto Front Street. The North Carolina History Center will be immediately on your left.

Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report are available at www.pepsico.com/proxy12.

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PEPSICO, INC.

Proxy for Annual Meeting of Shareholders - May 2, 2012

**THIS PROXY IS SOLICITED ON BEHALF OF PEPSICO S BOARD OF DIRECTORS FOR PARTICIPANTS IN
PEPSICO S SAVINGS PLAN/PEPSICO HOURLY 401(K) PLAN**

The undersigned hereby appoints Indra K. Nooyi, Maura A. Smith and Cynthia Nastanski, and each of them, proxies for the undersigned, with full power of substitution, to vote all shares of Common Stock and/or Convertible Preferred Stock of PepsiCo, Inc., which the undersigned may be entitled to vote at the Annual Meeting of Shareholders of PepsiCo, Inc. in New Bern, North Carolina, on Wednesday, May 2, 2012 at 9:00 A.M., E.D.T., or at any adjournment or postponement thereof, upon the matters set forth on the reverse side and described in the accompanying Proxy Statement and any other matter that may properly come before the meeting.

Please mark this proxy as indicated on the reverse side to vote on any item. Shares represented by this proxy will be voted in accordance with your specifications. If you wish to vote in accordance with the Board of Directors recommendations, please sign the reverse side; no boxes need to be checked.

If you submit your proxy by telephone or the Internet, there is no need for you to mail back your proxy.

Continued and to be signed on reverse side

