

PEPSICO INC
Form 8-K
May 06, 2013

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): April 30, 2013

PepsiCo, Inc.

(Exact Name of Registrant
as Specified in Charter)

North Carolina
(State or other Jurisdiction of Incorporation)

1-1183
(Commission File Number)
700 Anderson Hill Road

13-1584302
(IRS Employer Identification No.)

Purchase, New York 10577

(Address of Principal Executive Offices)

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

N/A

(Former Name or Former Address, if Changed Since Last Report)

Edgar Filing: PEPSICO INC - Form 8-K

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))

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

PepsiCo, Inc. (PepsiCo or the Company) held its Annual Meeting of Shareholders on May 1, 2013. For more information on the following proposals, see PepsiCo's proxy statement dated March 22, 2013, the relevant portions of which are incorporated herein by reference. 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 | 1,059,108,886 | 4,668,780 | 5,327,806 | 236,724,681 |
| George W. Buckley | 1,046,105,112 | 17,986,962 | 5,013,403 | 236,724,681 |
| Ian M. Cook | 1,060,151,243 | 3,904,782 | 5,049,451 | 236,724,681 |
| Dina Dublon | 1,059,113,928 | 4,251,053 | 5,740,451 | 236,724,681 |
| Victor J. Dzau, MD | 1,057,844,846 | 5,476,574 | 5,784,057 | 236,724,681 |
| Ray L. Hunt | 1,035,575,333 | 28,005,789 | 5,522,074 | 236,724,681 |
| Alberto Ibarguen | 1,052,730,959 | 10,584,282 | 5,790,235 | 236,724,681 |
| Indra K. Nooyi | 1,027,288,787 | 31,293,727 | 10,508,446 | 236,724,681 |
| Sharon Percy Rockefeller | 1,039,592,483 | 24,300,579 | 5,209,191 | 236,724,681 |
| James J. Schiro | 1,046,055,613 | 17,705,742 | 5,344,582 | 236,724,681 |
| Lloyd G. Trotter | 1,056,069,325 | 7,637,358 | 5,399,253 | 236,724,681 |
| Daniel Vasella, MD | 1,052,838,064 | 10,549,950 | 5,715,642 | 236,724,681 |
| Alberto Weisser | 1,059,052,484 | 4,617,188 | 5,436,264 | 236,724,681 |

(2) The shareholders ratified the appointment of KPMG LLP as the Independent Registered Public Accounting Firm for the Company for fiscal year 2013:

| | |
|---------|---------------|
| For | 1,288,905,676 |
| Against | 11,378,371 |
| Abstain | 5,546,570 |

(3) Advisory vote on the Company's executive compensation:

| | |
|------------------|-------------|
| For | 969,725,678 |
| Against | 89,306,963 |
| Abstain | 10,073,295 |
| Broker Non-Votes | 236,724,681 |

Item 8.01. Other Events.

On April 30, 2013, the Board of Directors of PepsiCo declared a quarterly dividend of \$0.5675 per share payable on June 28, 2013, to shareholders of record as of June 7, 2013.

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.

Date: May 6, 2013

PEPSICO, INC.

By: /s/ Kelly Mahon Tullier
Name: Kelly Mahon Tullier
Title: Senior Vice President, Deputy General Counsel