

Edgar Filing: PEPSICO INC - Form FWP

PEPSICO INC
Form FWP
February 25, 2014

Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration Statement No. 333-177307
February 25, 2014

PepsiCo, Inc.

0.950% Senior Notes due 2017

3.600% Senior Notes due 2024

| | | |
|-------------------------------------|---|---|
| Issuer: | PepsiCo, Inc. | |
| Ratings (Moody's / S&P): | A1 / A- (stable outlook / stable outlook) | |
| Trade Date: | February 25, 2014 | |
| Settlement Date (T+3): | February 28, 2014 | |
| Title of Securities: | 0.950% Senior Notes due 2017 | 3.600% Senior Notes due 2024 |
| Aggregate Principal Amount Offered: | \$750,000,000 | \$1,250,000,000 |
| Maturity Date: | February 22, 2017 | March 1, 2024 |
| Interest Payment Dates: | Semi-annually on each February 22 and August 22, commencing on August 22, 2014. | Semi-annually on each March 1 and September 1, commencing on September 1, 2014. |
| Benchmark Treasury: | 0.625% due February 15, 2017 | 2.750% due February 15, 2024 |
| Benchmark Treasury Yield: | 0.689% | 2.701% |
| Spread to Treasury: | +30 bps | +92 bps |
| Re-offer Yield: | 0.989% | 3.621% |
| Coupon: | 0.950% | 3.600% |
| Price to Public: | 99.886% | 99.825% |
| Optional Redemption: | Make-whole call at Treasury rate plus 5 basis points | Prior to December 1, 2023, make-whole call at Treasury rate plus 15 basis points; par call at any time on or after December 1, 2023 |
| Daycount Fraction: | 30/360 | 30/360 |
| CUSIP/ISIN: | 713448 CL0/US713448CL01 | 713448 CM8/US713448CM83 |
| Minimum Denomination: | \$2,000 and integral multiples of \$1,000 | |
| Joint Bookrunners: | Citigroup Global Markets Inc. | |

Edgar Filing: PEPSICO INC - Form FWP

RBS Securities Inc.

UBS Securities LLC

Edgar Filing: PEPSICO INC - Form FWP

Co-Managers:

ANZ Securities, Inc.

BBVA Securities Inc.

BNY Mellon Capital Markets, LLC

PNC Capital Markets LLC

U.S. Bancorp Investments, Inc.

Lebenthal & Co., LLC

Mischler Financial Group, Inc.

* * *

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. 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 1-800-831-9146, RBS Securities Inc. toll-free at 1-866-884-2071 or UBS Securities LLC toll-free at 1-887-827-6444, ext. 561 3884.

Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.