

PEPSICO INC
Form 11-K
June 24, 2016
UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

FORM 11-K

✓ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2015

OR
TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number 1-1183

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
The PepsiCo Savings Plan
- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
PepsiCo, Inc.
700 Anderson Hill Road
Purchase, New York 10577
-

THE PEPSICO SAVINGS PLAN
December 31, 2015 and 2014
Index

| | Page |
|---|------|
| Report of Independent Registered Public Accounting Firm | 1 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014 | 2 |
| Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2015 | 3 |
| Notes to Financial Statements | 4-12 |
| Supplemental Schedules: | |
| Schedule H, line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2015 | 13 |
| Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2015 | 14 |
| Signature | 15 |
| Index to Exhibit | 16 |

Report of Independent Registered Public Accounting Firm

The Plan Administrator of
The PepsiCo Savings Plan:

We have audited the accompanying Statements of Net Assets Available for Benefits of The PepsiCo Savings Plan (the Plan) as of December 31, 2015 and 2014, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2015. These financial statements are the responsibility of the Plan's management.

Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the Net Assets Available for Benefits of the Plan as of December 31, 2015 and 2014, and the Changes in Net Assets Available for Benefits for the year ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. The supplemental information in the accompanying Schedule H, line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2015, and Schedule H, line 4i - Schedule of Assets (held at end of year) as of December 31, 2015, have been subjected to audit procedures performed in conjunction with the audit of the Plan's 2015 financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying Schedule H, line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2015, and Schedule H, line 4i - Schedule of Assets (held at end of year) as of December 31, 2015, is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ KPMG LLP

New York, New York

June 24, 2016

THE PEPSICO SAVINGS PLAN
 Statements of Net Assets Available for Benefits
 as of December 31, 2015 and 2014
 (dollars in thousands)

| | 2015 | 2014 |
|--|-------------|-------------|
| Assets | | |
| Investments: | | |
| Plan interest in the PepsiCo, Inc. Defined Contribution Plans Master Trust | \$7,194,007 | \$7,032,245 |
| Receivables: | | |
| Participant contributions | 2,795 | 268 |
| Employer contributions | 5,807 | 1,521 |
| Notes receivable from participants | 190,801 | 177,901 |
| Total receivables | 199,403 | 179,690 |
| Net Assets Available for Benefits | \$7,393,410 | \$7,211,935 |

See accompanying notes to financial statements.

THE PEPSICO SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

for the year ended December 31, 2015

(dollars in thousands)

Additions to net assets attributed to:

Income:

| | |
|--|-------------|
| Investment income from the PepsiCo, Inc. Defined Contribution Plans Master Trust | \$87,819 |
| Interest income on notes receivable from participants | 9,632 |
| Total income | 97,451 |
| Contributions: | |
| Participants | 345,233 |
| Rollovers | 49,333 |
| Employer | 132,103 |
| Total contributions | 526,669 |
| Total additions | 624,120 |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 582,834 |
| Dividends paid to participants | 3,085 |
| Administrative expenses | 1,056 |
| Total deductions | 586,975 |
| Net increase in net assets before transfers | 37,145 |
| Net transfers from The PepsiCo 401(k) Plan for Hourly Employees (Hourly Plan) | 144,330 |
| Net Increase in Net Assets | 181,475 |
| Net Assets Available for Benefits at Beginning of Year | 7,211,935 |
| Net Assets Available for Benefits at End of Year | \$7,393,410 |

See accompanying notes to financial statements.

THE PEPSICO SAVINGS PLAN

Notes to Financial Statements

December 31, 2015 and 2014

Note 1 – Description of the Plan

The following brief description of The PepsiCo Savings Plan (the Plan) provides only general information.

Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

In general, the Plan provides a program under which eligible salaried and certain hourly employees (eligible employees) of PepsiCo, Inc. and certain of its subsidiaries (the Company) may accumulate funds for long-term retirement savings. All eligible employees who are paid in U.S. dollars from a U.S. payroll and classified as full time, and certain other employees as defined in the Plan document, are immediately eligible on their first day of service. Part-time eligible employees who are paid in U.S. dollars from a U.S. payroll who have completed 1,000 hours of service during a 12-month period are eligible to participate in the Plan. Certain employees who are part of a collective bargaining unit and certain other employees, as defined in the Plan document, are not eligible to participate in the Plan.

The Plan is a defined contribution plan with a cash or deferred arrangement and is intended to satisfy the qualification requirements under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended (the Code). The Plan has an employee stock ownership plan (ESOP) component within its PepsiCo Common Stock Fund and PepsiCo ESOP Preferred Stock Fund. The Plan also has a Roth 401(k) feature. The participant-directed accounts under the Plan are intended to meet the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended (ERISA). In addition, the Plan is subject to the provisions of ERISA.

The Company maintains sponsorship of the Plan and has established the PepsiCo Investment Committee to oversee the Plan's investment structure. Overall responsibility for administering the Plan rests with the PepsiCo Administration Committee (the Plan Administrator). The trustee for the Plan is Fidelity Management Trust Company (Trustee), and Fidelity Workplace Services, LLC is the recordkeeper for the Plan.

Contributions

Each year, participants are allowed to contribute up to 50% of their earnings, in whole percentage increments. However, the Code limits contributions by highly compensated participants. Under the Code, the maximum allowable pre-tax contribution for participants during 2015 was \$18,000. Participants may contribute to the Plan any portion of lump-sum distributions received from other qualified plans when the contributions qualify as a tax-free rollover. Participants who are expected to reach or are over the age of 50 during a Plan year and are making the maximum contribution are eligible to make additional catch-up contributions. Under the Code, the maximum allowable catch-up contribution was \$6,000 for 2015.

Participants may elect to have their contributions invested in one or more investment options. In general, participants may change their investment elections and transfer their investment amounts between funds on a daily basis, except for transfers from the stable value fund to the self-directed brokerage account. Such transfers must be invested into another investment option for a 90-day waiting period. Initial transfers from other investment options to the self-directed brokerage account must be at least \$1,000. Contributions or transfers into the PepsiCo ESOP Preferred Stock Fund are not allowed.

THE PEPSICO SAVINGS PLAN

Notes to Financial Statements

December 31, 2015 and 2014

Salaried employees who are actively accruing benefits, or in a waiting period to actively accrue benefits, under a Company-sponsored defined benefit pension plan are not eligible for Company matching contributions. For other employees, the Company matches 50% of employee contributions up to 6% (8% for certain employees) of eligible pay based on years of service. Eligible employees who are paid in U.S. dollars from a U.S. payroll and are not actively accruing, or in a waiting period to actively accrue, benefits under a Company-sponsored defined benefit pension plan are eligible for Company automatic retirement contributions (ARC). ARC is calculated as a maximum of 9% of eligible pay based on age and years of service. ARC and Company matching contributions are invested in accordance with the employee's investment elections; however, ARC may not be invested in the self-directed brokerage option or the PepsiCo Common Stock Fund.

The Plan has an automatic enrollment program for full-time and part-time new hires. Under the program, eligible employees automatically make pre-tax contributions in the amount of 4% of earnings. Employees hired or re-hired on or after January 1, 2012, who are automatically enrolled in the Plan on or after January 1, 2013, will receive an automatic 1% increase in their pre-tax deferral rate on each anniversary of their automatic enrollment date, until their pre-tax deferral rate reaches 6%. Employees that are automatically enrolled have their contribution invested in a target date fund, based on a target date closest to the employee's 65th birthday. An employee may elect out of the program at any time, as well as make changes to (or maintain) the level of contributions and may direct how those contributions are invested.

Participant Accounts

Each participant account is credited with participant contributions, allocations of Company contributions, investment earnings/losses and expenses. Investment earnings/losses and expenses are allocated based on average daily balances. Certain participant investment accounts are also charged with short-term trading and/or monthly investment service fees, depending on the participant's investment elections.

Vesting

Participants are immediately vested in their contributions and investment earnings/losses. In general, participants are fully vested in the Company's contributions and associated investment earnings/losses after three years of service. At December 31, 2015 and 2014, forfeited non-vested accounts totaled \$110,657 and \$18,091, respectively. During 2015 and 2014, the amounts used to reduce Company contributions were \$3,694,204 and \$3,777,599, respectively. The remaining amounts may be used to reduce future Company contributions or pay plan administrative expenses.

Notes Receivable from Participants

In general, participants who have a vested balance of \$2,000 or more in the Plan may borrow from the total of their investment accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 (subject to certain offsets for prior loans) or 50% of their vested balance. Effective for loans issued on or after January 1, 2013, a participant may have two outstanding loans at a time only if one of them is a principal residence loan. Loan terms range from one to five years for personal loans and up to 15 years for loans related to the purchase of a primary residence (up to 25 years for loans issued prior to 1999). The loans are secured by the balance in the participant's account. Loans issued before January 1, 2013 bear a fixed rate of interest at the prime lending rate plus 1% at the time the loans are issued. Loans issued on or after January 1, 2013 bear a fixed rate of interest at the prime lending rate plus 2% at the time the loans are issued. Loan repayments are made directly through payroll deductions and are applied first to interest and then to principal according to a payment schedule. There were 27,752 loans outstanding at December 31, 2015 with interest rates ranging

THE PEPSICO SAVINGS PLAN

Notes to Financial Statements

December 31, 2015 and 2014

from 3.3% to 10.5% with maturities through 2031. There were 28,373 loans outstanding at December 31, 2014 with interest rates ranging from 3.3% to 10.5% with maturities through 2029.

Benefits Paid to Participants

In general, participants may elect to receive a distribution upon hardship, termination, disability, retirement or after the age of 59^{1/2}; however, loans and hardship withdrawals may not be taken from an ARC account. Hardship distributions are allowed for purchasing a primary residence or financing the higher education of the participant, the participant's spouse or dependent, as well as paying unreimbursed medical bills or alleviating certain other financial hardships. Upon termination, disability or retirement, participants may elect to start receiving benefits or rollover their account balances into other qualified plans. If a participant dies, the total account balance will be paid to the designated beneficiary or to his or her estate. Under certain circumstances, participants may also elect to take in-service distributions of any after-tax contributions, rollover contributions and vested matching contributions. If only a portion of the account is distributed, the remaining balance will continue to be adjusted for any contributions and investment earnings/losses. Participants can elect to receive benefit payments in a lump sum or annual installments for a period no longer than the participant's life expectancy. However, distributions of \$5,000 or less must be made in a lump sum. If the account balance is greater than \$1,000 and less than or equal to \$5,000, and if a distribution election is not made within the required time frame, that account will be rolled over into a Fidelity Rollover IRA and invested in the Fidelity Government Cash Reserves Fund. If a distribution election is not made within the required time frame for an account balance of \$1,000 or less, the account will be distributed automatically.

Termination

Although it has not expressed any intent to do so, the Company may terminate the Plan in accordance with ERISA and the Code. In the event that the Plan is terminated, participants would become 100% vested in any Company contributions and the Plan Administrator can direct that all accounts be distributed to the participant or continued in trust for his or her benefit.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The financial statements are prepared under the accrual basis of accounting. The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, additions to net assets, deductions from net assets and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and assumptions.

Tabular dollars are in thousands. Certain reclassifications were made to prior years' amounts to conform to the current year presentation.

THE PEPSICO SAVINGS PLAN

Notes to Financial Statements

December 31, 2015 and 2014

Investment Valuation and Income Recognition

The Plan retains an interest in the PepsiCo, Inc. Defined Contribution Plans Master Trust (PepsiCo Master Trust), which holds investments in various securities, commingled trust funds and a stable value fund. These investments are valued at fair value, except for the fully benefit-responsive investment contracts within the stable value fund. Within the stable value fund, the collective investment trust is valued at fair value, while the synthetic investment contracts are valued at contract value. Contract value is the relevant measure for the portion of the net assets available for benefits of fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Purchases and sales of securities are recognized on the trade date. Interest income is recorded as earned and dividend income is recorded as of the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Notes receivable from participants are deemed delinquent as of the end of the calendar quarter following the calendar quarter in which the loan repayment is due and unpaid. Delinquent notes receivable from participants are recorded as benefits paid to participants.

Payment of Benefits

The Plan accounts for benefits when paid.

Recent Accounting Pronouncements

In 2015, the Financial Accounting Standards Board (FASB) issued accounting guidance that eliminates the requirement to categorize within the fair value hierarchy all investments for which fair value is measured at net asset value per share using the practical expedient. The provisions of this guidance are effective as of the beginning of the 2016 plan year and should be applied retrospectively, with early adoption permissible.

Management elected to early adopt the provisions of this new standard effective as of the beginning of 2015, and the adoption did not have a material impact on the Plan's financial statements.

In 2015, the FASB issued technical corrections and improvements to accounting guidance in a number of areas. Certain provisions of this guidance are effective as of the beginning of the 2016 plan year, with early adoption permissible. Management adopted those provisions of this new standard effective as of the beginning of 2015, and the adoption did not have a material impact on the Plan's financial statements.

In 2015, the FASB issued accounting guidance for a three-part standard that (1) requires the use of contract value as the only measurement for fully benefit-responsive investment contracts; (2) eliminates the requirements to disclose individual investments that represent five percent or more of net assets available for benefits and the net appreciation or depreciation by general type; and (3) provides plans with a measurement-date practical expedient. The provisions of this guidance are effective as of the beginning of the 2016 plan year and should be applied retrospectively for parts (1) and (2) and prospectively for part (3), with early adoption permissible. Management elected to early adopt the provisions of this guidance effective as of the beginning of 2015. As a result, (i) fully benefit responsive investment contracts are stated at contract value; and (ii) for individual investments that represent five percent or more of net assets available for benefits, the net appreciation or depreciation for these investments by general type in the table of net assets by asset category, as well as the categorization by class of investments in the fair value table, have been eliminated. Part III is not applicable to the Plan financial statements.

THE PEPSICO SAVINGS PLAN

Notes to Financial Statements

December 31, 2015 and 2014

Note 3 – PepsiCo Master Trust

Plan Interest

The Plan's investments are combined with the investments of the Hourly Plan in the PepsiCo Master Trust to maximize administrative efficiencies. Each participating plan has an interest in the PepsiCo Master Trust. Investment income, investment management fees and other direct expenses relating to the PepsiCo Master Trust are allocated to the individual plans based upon the average daily balances. A separate account is maintained reflecting the equitable share of each plan's participation in each investment within the PepsiCo Master Trust. The Plan's interest in the PepsiCo Master Trust was approximately 92% and 91% at December 31, 2015 and 2014, respectively.

The PepsiCo Master Trust net assets are detailed below by asset category.

| | December 31, 2015 | December 31, 2014 |
|--|------------------------------------|----------------------|
| Investments, at fair value: | | |
| Cash and cash equivalents | \$ 30,892 | \$ 32,832 |
| PepsiCo common stock | 1,466,071 | 1,451,233 |
| PepsiCo preferred stock | 66,966 | 68,254 |
| Mutual funds | 3,573 | 4,030 |
| Fixed income securities | 279,558 | 298,442 |
| Commingled trust funds | 4,815,054 | 4,767,828 |
| Self-directed brokerage | 356,374 | 354,498 |
| | 7,018,488 | 6,977,117 |
| Investments at contract value: fully benefit-responsive synthetic investment contracts | 779,501 | 778,664 |
| Interest and dividends receivable | 10,498 | 10,120 |
| Net asset for unsettled investment activity | 2,720 | 2,739 |
| Net assets | \$ 7,811,207 | \$ 7,768,640 |
| | Year ended December 31, 2015 | |
| Investment income: | | |
| Net appreciation in fair value investments | \$ 26,489 | |
| Interest and dividends | 71,541 | |
| Net investment income | \$ 98,030 | |

THE PEPSICO SAVINGS PLAN

Notes to Financial Statements

December 31, 2015 and 2014

Stable Value Fund

The PepsiCo Master Trust holds investments in a stable value fund, which consists of bond portfolios wrapped in fully benefit-responsive synthetic investment contracts. The majority of the portfolios are made up of government, corporate, mortgage-backed and asset-backed securities. These fully benefit-responsive investment contracts enable the fund to realize a specific known value for the assets if it needs to liquidate them for benefit payments.

The synthetic investment contracts are issued by five investment grade financial institutions and intend to preserve the value of the fund's investments by mitigating fluctuations in the market value of the associated bond portfolios. These synthetic investment contracts are benefit-responsive in that they allow for participant withdrawals at contract value.

Contract value represents contributions made under the contract plus earnings, less participant withdrawals and administrative expenses. The contract value of these contracts was \$779,500,725 as of December 31, 2015 and \$778,663,842 as of December 31, 2014.

The stable value fund portfolio also invests in a collective investment trust for which fair value is measured using the net asset value per share. As described in Recent Accounting Pronouncements in Note 2, since the Plan holds an indirect investment in the portfolio through the stable value fund, this investment is not considered to be fully benefit responsive. The fair value of this investment was \$77,596,846 as of December 31, 2015 and \$56,387,999 as of December 31, 2014 and is classified as a commingled trust fund.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than zero. Such interest rates are reviewed by the investment manager on a quarterly basis for resetting.

Certain events, such as layoffs or early retirement incentives, may limit the ability of participants to access their investments at contract value. The likelihood of such events limiting the ability of the Plan to transact at contract value is not probable. Consistent with industry practice, a contract provider can terminate its contract with, on average, 30 days' notice; however the Plan's contractual right for a wind-down period allows the contract to remain benefit-responsive to participants for, on average, a 2- to 3-year period.

Note 4 – Fair Value Measurements

The guidance on fair value measurements defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant judgment.

THE PEPSICO SAVINGS PLAN
Notes to Financial Statements
December 31, 2015 and 2014

PepsiCo Master Trust assets measured at fair value as of December 31, 2015 and 2014 are categorized consistently by level in both years and are as follows:

| | 2015 | | 2014 | | |
|--|-------------|---|---|--|--------------|
| | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
| Assets | | | | | |
| PepsiCo common stock ^(a) | \$1,466,071 | \$1,466,071 | \$ — | \$ — | —\$1,451,233 |
| PepsiCo preferred stock ^(b) | 66,966 | — | 66,966 | — | 68,254 |
| Mutual funds ^(a) | 3,573 | 3,573 | — | — | 4,030 |
| Fixed income securities ^(c) | 279,558 | — | 279,558 | — | 298,442 |
| Commingled trust funds ^(d) | 4,815,054 | 4,815,054 | — | — | 4,767,828 |
| Cash and cash equivalents ^(e) | 30,892 | 30,892 | — | — | 32,832 |
| Self-directed brokerage ^(a,d,f) | 356,374 | 356,374 | — | — | 354,498 |
| Total assets at fair value | \$7,018,488 | \$6,671,964 | \$ 346,524 | \$ — | —\$6,977,117 |

(a) Based on quoted market prices in active markets.

(b) Based primarily on the price of PepsiCo common stock into which the PepsiCo preferred stock is convertible.

(c) Based primarily on yields currently available on comparable securities with similar credit ratings, and a compilation of primary observable market information.

(d) Based on the published price of the fund.

(e) Restricted in use.

(f) Includes cash and cash equivalents held in self-directed brokerage accounts.

For the years ended December 31, 2015, and 2014, apart from the reclassifications to conform to the new accounting guidance, there were no transfers between Level 1 and Level 2, and no transfers in or out of Level 3.

Note 5 – Net Transfers from the Hourly Plan

In general, participants may transfer from the Hourly Plan to the Plan following a change in the employee's role with the Company. In addition, Hourly Plan participants with annualized compensation of at least \$50,000 in the prior year are automatically transferred to the Plan. Participant account transfers to the Plan totaled \$144,329,514 in 2015.

Note 6 – Administrative Expenses

In general, the Company pays most of the usual and reasonable direct expenses of the Plan and the Plan Administrator. Any direct expenses not borne by the Company are paid by the Trustee out of the PepsiCo Master Trust. If applicable, expenses related to short-term trading fees, monthly investment service fees and loan fees are charged to participants' investment balances and are reflected in the value of the participants' accounts. Any other indirect expenses, such as investment management fees, are reflected in the change in net asset value of the various funds.

THE PEPSICO SAVINGS PLAN

Notes to Financial Statements

December 31, 2015 and 2014

Note 7 – Risks and Uncertainties

The Plan provides for investment options in various securities and funds that invest in equity and debt securities and other investments. Such investments are exposed to risks and uncertainties, such as interest rate risk, credit risk, economic changes, political unrest, regulatory changes and foreign currency risk. The Plan's exposure to a concentration of credit risk is dependent upon the investments selected by participants. These risks and uncertainties could impact participants' account balances and the amounts reported in the financial statements. Approximately 19% of the Plan's net assets were invested in the common and preferred stock of the Company at December 31, 2015 and 2014. The underlying value of the Company's stock is impacted by the performance of the Company, the market's evaluation of such performance and other factors.

Note 8 – Tax Status

The Plan's current favorable determination letter, received from the Internal Revenue Service (IRS), is dated March 11, 2015. As such, the Plan Administrator believes the Plan is designed and currently being operated in compliance with the applicable requirements of the Code and, therefore, the Plan is qualified and the related trust is tax exempt.

The 2015 participant contributions transferred late to the Plan, listed on Schedule H, line 4a, are pending approval under the U.S. Department of Labor's Voluntary Fiduciary Correction Program (VFCP).

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator has concluded that as of December 31, 2015 and 2014, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

Note 9 – Related Party Transactions

Certain Plan investments in the PepsiCo Master Trust are shares of mutual funds managed by an affiliate of the Trustee. Additionally, the PepsiCo Master Trust holds investments in shares of the Company's common stock in the PepsiCo Common Stock Fund and the Company's preferred stock in the PepsiCo ESOP Preferred Stock Fund. The value of the PepsiCo Master Trust investments in the Company's common stock was \$1,466,071,204 and \$1,451,232,745 at December 31, 2015 and 2014, respectively. The value of the PepsiCo Master Trust investments in the Company's preferred stock was \$66,966,030 and \$68,253,820 at December 31, 2015 and 2014, respectively. These transactions qualify as exempt party-in-interest transactions. There have been no known prohibited transactions with a party-in-interest.

THE PEPSICO SAVINGS PLAN
Notes to Financial Statements
December 31, 2015 and 2014

Note 10 – Reconciliation of Financial Statements to Form 5500

The following are reconciliations of amounts reported in the financial statements to amounts reported on Form 5500 as of December 31, 2015 and 2014, and for the year ended December 31, 2015:

| | December 31, 2015 | December 31, 2014 |
|--|----------------------|----------------------|
| Net assets available for benefits per the financial statements | \$ 7,393,410 | \$ 7,211,935 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | — | 22,216 |
| Net assets available for benefits per Form 5500 | \$ 7,393,410 | \$ 7,234,151 |

| | Year ended December 31, 2015 |
|---|------------------------------------|
| Net increase in net assets before transfers per the financial statements | \$ 37,145 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts: | |
| Current year | — |
| Prior year | (22,216) |
| Net income per Form 5500 | \$ 14,929 |

Note 11 – Subsequent Events

The Plan has evaluated subsequent events through the date the financial statements were issued.

THE PEPSICO SAVINGS PLAN

Supplemental Schedule H, line 4a – Schedule of Delinquent Participant Contributions

for the year ended December 31, 2015

(dollars in thousands)

Participant Contributions Transferred Late to Plan including Loan

Repayments

\$1,703

Contributions Pending

Correction in VFCP

\$1,703

See accompanying report of independent registered public accounting firm.

THE PEPSICO SAVINGS PLAN

Supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year)

as of December 31, 2015

(dollars in thousands)

| Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Current value |
|--|---|---------------|
| *Notes Receivable from Participants | Notes Receivable from Participants (27,752 loans outstanding with interest rates ranging from 3.3% to 10.5% with maturities through 2031) | \$ 190,801 |

*Party-in-interest as defined by ERISA.

See accompanying report of independent registered public accounting firm.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 24, 2016

THE PEPSICO SAVINGS
PLAN

/s/ Duncan
Micallef
Duncan Micallef
Chair, PepsiCo Administration
Committee

15

THE PEPSICO SAVINGS PLAN

December 31, 2015 and 2014

Index to Exhibit

23.1 Consent of Independent Registered Public Accounting Firm