

PEPSICO INC  
Form 425  
February 17, 2010

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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):

February 17, 2010

The Pepsi Bottling Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-14893

13-4038356

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Pepsi Way, Somers, New York

10589

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(914) 767-6000

Not Applicable

Former name or former address, if changed since last report

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))

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**Item 8.01 Other Events.**

On February 17, 2010, The Pepsi Bottling Group, Inc. (the "Company") announced that its stockholders adopted the Agreement and Plan of Merger, dated as of August 3, 2009, among the Company, PepsiCo, Inc., and Pepsi-Cola Metropolitan Bottling Company, Inc., at the special meeting of the Company's stockholders held on February 17, 2010.

A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not Applicable.

(b) Not Applicable.

(c) Not Applicable.

(d) Exhibit 99.1 - Press release dated February 17, 2010.

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**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.

The Pepsi Bottling Group, Inc.

*February 17, 2010*

By: *David Yawman*

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*Name: David Yawman*

*Title: Vice President, Associate General Counsel and  
Assistant Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press release dated February 17, 2010.