

PEPSICO INC  
Form 425  
February 26, 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 25, 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 25 , 2010, The Pepsi Bottling Group, Inc. announced that the Federal Trade Commission (FTC) has granted early termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended, for its previously announced merger with PepsiCo, Inc.

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 issued by The Pepsi Bottling Group, Inc., dated February 25, 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 25, 2010*

By: */s/ 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>Exhibit No.</b> | <b>Description</b>                                                              |
|--------------------|---------------------------------------------------------------------------------|
| 99.1               | Press release issued by The Pepsi Bottling Group, Inc., dated February 25, 2010 |