

COCA COLA CO  
Form S-8 POS  
April 29, 2014

As filed with the Securities and Exchange Commission on April 29, 2014

Registration No. 333-169722

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**  
to

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**58-0628465**  
(I.R.S. Employer Identification No.)

**One Coca-Cola Plaza**

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Atlanta, Georgia 30313

(404) 676-2121

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**Coca-Cola Enterprises Inc. 1997 Stock Option Plan**

**Coca-Cola Enterprises Inc. 1999 Stock Option Plan**

**Coca-Cola Enterprises Inc. 2001 Restricted Stock Award Plan**

**Coca-Cola Enterprises Inc. 2001 Stock Option Plan**

**Coca-Cola Enterprises Inc. 2004 Stock Award Plan**

**Coca-Cola Enterprises Inc. 2007 Incentive Award Plan**

(Full title of plans)

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**Bernhard Goepelt, Esq.**

**Senior Vice President, General Counsel and Chief Legal Counsel**

**The Coca-Cola Company**

**One Coca-Cola Plaza**

**Atlanta, Georgia 30313**

**(404) 676-2121**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**With a copy to:**

**Jared M. Brandman, Esq.**

Securities Counsel

The Coca-Cola Company

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed by The Coca-Cola Company (the Company) on October 1, 2010 (File No. 333-169722) (the Registration Statement) is being filed for the purpose of deregistering the 18,000,000 unissued shares of the Company's Common Stock, on a split-adjusted basis, that were originally registered for issuance under the Coca-Cola Enterprises Inc. 1997 Stock Option Plan, Coca-Cola Enterprises Inc. 1999 Stock Option Plan, Coca-Cola Enterprises Inc. 2001 Restricted Stock Award Plan, Coca-Cola Enterprises Inc. 2001 Stock Option Plan, Coca-Cola Enterprises Inc. 2004 Stock Award Plan and Coca-Cola Enterprises Inc. 2007 Incentive Award Plan (collectively, the Plans).

The Company hereby deregisters 18,000,000 shares of the Company's Common Stock (the Carried-Over Shares), which represents the shares that remained unissued and available under the Plans. The Company is concurrently filing a Registration Statement on Form S-8 to register the Carried-Over Shares for issuance pursuant to The Coca-Cola Company 2014 Equity Plan.

**PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

*Item 8. Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
24.1	Powers of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 29th day of April, 2014.

**THE COCA-COLA COMPANY**

By: /s/ Kathy N. Waller  
 Name: Kathy N. Waller  
 Title: Executive Vice President and  
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Muhtar Kent Muhtar Kent	Chairman, Board of Directors, Chief Executive Officer and a Director (Principal executive officer)	April 29, 2014
/s/ Kathy N. Waller Kathy N. Waller	Executive Vice President and Chief Financial Officer (Principal financial officer)	April 29, 2014
/s/ Larry M. Mark Larry M. Mark	Vice President, Controller (Principal accounting officer)	April 29, 2014
* Herbert A. Allen	Director	April 29, 2014
* Ronald W. Allen	Director	April 29, 2014
* Ana Botín	Director	April 29, 2014
* Howard G. Buffett	Director	April 29, 2014
* Richard M. Daley	Director	April 29, 2014
* Barry Diller	Director	April 29, 2014

\*  
Helene D. Gayle

Director

April 29, 2014

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Evan G. Greenberg	Director	April 29, 2014
* Alexis M. Herman	Director	April 29, 2014
* Robert A. Kotick	Director	April 29, 2014
* Maria Elena Lagomasino	Director	April 29, 2014
* Sam Nunn	Director	April 29, 2014
* James D. Robinson III	Director	April 29, 2014
* Peter V. Ueberroth	Director	April 29, 2014

\*By: /s/ Gloria K. Bowden  
Gloria K. Bowden  
Attorney-in-Fact

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
24.1	Powers of Attorney

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