

COCA COLA ENTERPRISES INC
Form SC 13E3/A
August 04, 2010
[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-3
(Amendment No. 2)

Rule 13E-3 Transaction Statement under Section 13(e)
of the Securities Exchange Act of 1934

COCA-COLA ENTERPRISES INC.
(Name of the Issuer)

INTERNATIONAL CCE INC.

(Following the closing of the transaction, International CCE Inc. will change its name to Coca-Cola Enterprises, Inc.)

COCA-COLA ENTERPRISES INC.

THE COCA-COLA COMPANY

COBALT SUBSIDIARY LLC

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

(Name of Person(s) Filing Statement)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

191219104

(CUSIP Number of Class of Securities)

JOHN R. PARKER JR., ESQ.

GEOFFREY J. KELLY, ESQ.

Senior Vice President, General Counsel and Strategic Initiatives

Senior Vice President and General Counsel

Coca-Cola Enterprises Inc.

The Coca-Cola Company

2500 Windy Ridge Parkway

One Coca-Cola Plaza

Atlanta, Georgia 30339

Atlanta, Georgia 30313

(770) 989-3000

(404) 676-2121

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of the Person(s) Filing Statement)

With Copies to:

GERARD M. MEISTRELL, ESQ.

MARTHA E. MCGARRY, ESQ.

JONATHAN I. MARK, ESQ.

SEAN C. DOYLE, ESQ.

HELENE R. BANKS, ESQ.

Skadden, Arps, Slate, Meagher & Flom LLP

Cahill Gordon & Reindel LLP

Four Times Square

Eighty Pine Street

New York, NY 10036

New York, New York 10005-1702

(212) 735-3000

(212) 701-3000

(212) 269-5420

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

This statement is filed in connection with (check the appropriate box):

- a. ☒ The filing of solicitation materials or an information statement subject to Regulation 14A (§§240.14a-1 through 240.14b-2), Regulation 14C (§§240.14c-1 through 240.14c-101) or Rule 13e-3(c) (§240.13e-3(c)) under the Securities Exchange Act of 1934 (the Act).
- b. ☒ The filing of a registration statement under the Securities Act of 1933.
- c. ☐ A tender offer.
- d. ☐ None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: ☒

Check the following box if the filing is a final amendment reporting the results of the transaction: ☐

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾
\$13,784,430,498

Amount of Filing Fee⁽²⁾
\$982,830

- (1) For purposes of calculating the filing fee only, the transaction value was determined as follows: the product of (i) \$25.64 (the average of the high and low sales prices of CCE common stock on the New York Stock Exchange on May 19, 2010) and (ii) 537,614,294 (the maximum number of outstanding shares of CCE common stock, stock options and restricted stock and restricted stock units representing shares of CCE common stock exchangeable in the Merger).
- (2) Calculated in accordance with Rule 0-11(b) under the Securities Exchange Act of 1934, as amended (the **Exchange Act**), and SEC Fee Advisory #4 for Fiscal Year 2010, by multiplying the transaction value calculated in accordance with (1) above of \$13,784,430,498 by 0.0000713.

- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) under the Exchange Act and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$982,830

Form or Registration No.: Registration Statement on Form S-4 (Registration No. 333-167067): \$599,511

Schedule 13E-3 (File No. 005-38029): \$383,319

Filing Party: International CCE Inc.

Date Filed: May 25, 2010

Table of Contents

TABLE OF CONTENTS

	Page
ITEM 1. <u>SUMMARY TERM SHEET</u>	1
ITEM 2. <u>SUBJECT COMPANY INFORMATION</u>	2
ITEM 3. <u>IDENTITY AND BACKGROUND OF FILING PERSON</u>	2
ITEM 4. <u>TERMS OF THE TRANSACTION</u>	3
ITEM 5. <u>PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS</u>	4
ITEM 6. <u>PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS</u>	5
ITEM 7. <u>PURPOSES, ALTERNATIVES, REASONS AND EFFECTS</u>	5
ITEM 8. <u>FAIRNESS OF THE TRANSACTION</u>	6
ITEM 9. <u>REPORTS, OPINIONS, APPRAISALS AND NEGOTIATIONS</u>	7
ITEM 10. <u>SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION</u>	7
ITEM 11. <u>INTEREST IN SECURITIES OF THE SUBJECT COMPANY</u>	8
ITEM 12. <u>THE SOLICITATION OR RECOMMENDATION</u>	8
ITEM 13. <u>FINANCIAL STATEMENTS</u>	8
ITEM 14. <u>PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED</u>	9
ITEM 15. <u>ADDITIONAL INFORMATION</u>	9
ITEM 16. <u>EXHIBITS</u>	9

Table of Contents

INTRODUCTION

This Amendment No. 2 to the Transaction Statement on Schedule 13E-3 (as amended hereby, the "Transaction Statement") is being filed with the Securities and Exchange Commission (the "SEC") pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 13e-3 thereunder, by Coca-Cola Enterprises Inc., a Delaware corporation ("CCE" and the issuer of the equity securities that are the subject of the Rule 13e-3 transaction reported hereby), International CCE Inc. ("New CCE"), The Coca-Cola Company, a Delaware corporation ("TCCC"), and Cobalt Subsidiary LLC ("Merger Sub") (collectively, the "Filing Persons").

This Transaction Statement relates to the Business Separation and Merger Agreement, dated as of February 25, 2010, as amended from time to time (the "Merger Agreement"), by and among New CCE, CCE, TCCC, and Merger Sub. Pursuant to the Merger Agreement, (1) immediately prior to the Merger (as defined below), CCE will separate its businesses of marketing, producing and distributing nonalcoholic beverages outside of the United States, Canada, the British Virgin Islands, the United States Virgin Islands and the Cayman Islands and transfer those businesses to New CCE and (2) Merger Sub will merge (the "Merger") with and into CCE, with CCE continuing as the surviving corporation and a wholly-owned subsidiary of TCCC. In the Merger, (i) each outstanding share of common stock of CCE, other than shares held by TCCC or any of its subsidiaries, or with respect to which appraisal rights have been properly exercised and perfected under Delaware law, will be converted into the right to receive 1.000 share of New CCE common stock (the "Stock Consideration"), and cash consideration of \$10.00 (the "Cash Consideration" and together with the Stock Consideration, "Merger Consideration"), and (ii) TCCC will become the owner of all of the shares of CCE common stock. Upon completion of the transactions contemplated by the Merger Agreement, CCE will continue to own its North American operating businesses and a substantial majority of its corporate segment and New CCE, a new public company whose shares will be owned by current CCE shareowners other than TCCC and its subsidiaries, will own what are presently CCE's European operations, Canadian finance company and a related portion of CCE's corporate segment.

Concurrently with the filing of this Transaction Statement, New CCE is filing with the SEC a registration statement on Form S-4, which includes a proxy statement/prospectus of New CCE and CCE relating to the special meeting of the shareowners of CCE, at which shareowners of CCE will be asked (1) to consider and vote upon the proposal to adopt the Merger Agreement by and among CCE, New CCE, TCCC and Merger Sub, under which, at the effective time of the Merger, each outstanding share of CCE common stock not held by TCCC or any of its subsidiaries, and with respect to which appraisal rights have not been properly exercised and perfected under the Delaware General Corporation Law (the "DGCL"), will be converted into the right to receive the Merger Consideration; and (2) to transact any other business that may properly come before the special meeting or any adjournments or postponements of that meeting. Adoption of the Merger Agreement requires the affirmative vote of the holders of at least (i) 66 2/3% of the outstanding shares of CCE common stock, and (ii) a majority of all outstanding shares of CCE common stock, excluding any shares held by TCCC and its subsidiaries and any of CCE's or TCCC's directors and executive officers.

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the proxy statement/prospectus of the information required to be included in response to the items of Schedule 13E-3. The information contained in the proxy statement/prospectus, including all appendices thereto, is incorporated in its entirety herein by reference, and the responses to each Item in this Transaction Statement are qualified in their entirety by the information contained in the proxy statement/prospectus and the appendices thereto. As of the date hereof, the proxy statement/prospectus is in preliminary form and is subject to completion or amendment.

ITEM 1. SUMMARY TERM SHEET.

Item 1001 of Regulation M-A:

Summary term sheet. The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary

Question and Answers About the Merger

Table of Contents

ITEM 2. SUBJECT COMPANY INFORMATION.

Item 1002 of Regulation M-A:

- (a) *Name and address.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Information about CCE, TCCC, and New CCE

The Companies Coca-Cola Enterprises Inc.

- (b) *Securities.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Special Meeting of CCE shareowners

Special Meeting of Shareowners of CCE Record Date; Shares Entitled to Vote, Quorum

- (c) *Trading Market and Price.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Share Information

Summary Market Price and Dividend Information

Special Factors Effects of the Merger on CCE and New CCE

- (d) *Dividends.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Market Price and Dividend Information

Special Factors Plans for CCE

- (e) *Prior public offerings.* Not applicable.

- (f) *Prior stock purchases.* The information set forth in the proxy statement/prospectus under the following caption is incorporated herein by reference:

Interests of Certain Persons in the Merger Recent Transactions

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.

Item 1003 of Regulation M-A

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

- (a)-(b) *Name and address*; Business and Background of Entities: CCE is the issuer of the equity securities that are the subject of the Rule 13e-3 transaction reported hereby. Merger Sub is a Delaware limited liability company, the sole member of which is TCCC. The business address of Merger Sub is One Coca-Cola Plaza, Atlanta, Georgia 30313. The phone number of Merger Sub is (404) 676-2121.

The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Information about CCE, TCCC, and New CCE

The Companies

Directors and Executive Officers of CCE

Directors and Executive Officers of New CCE

Related Party Transactions Transactions between CCE and TCCC

Table of Contents

(c) *Business and background of natural persons.*

The information set forth in CCE's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 under the caption "Item 10. Directors, Executive Officers and Corporate Governance" is incorporated herein by reference. The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Directors and Executive Officers of CCE

Directors and Executive Officers of New CCE

During the last five years none of the persons listed in CCE's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 under the caption "Item 10. Directors, Executive Officers and Corporate Governance": (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of such laws. Unless otherwise noted, the persons listed in CCE's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 under the caption "Item 10. Directors, Executive Officers and Corporate Governance" are citizens of United States of America.

The information set forth in TCCC's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 under the captions "Item X. Executive Officers of the Company" and "Item 10. Directors, Executive Officers and Corporate Governance" is incorporated herein by reference.

During the last five years none of the persons listed in TCCC's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 under the captions "Item X. Executive Officers of the Company" and "Item 10. Directors, Executive Officers and Corporate Governance": (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of such laws. Except as otherwise noted, the persons listed in TCCC's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 under the caption "Item X. Executive Officers of the Company" and "Item 10. Directors, Executive Officers and Corporate Governance" are citizens of United States of America.

ITEM 4. TERMS OF THE TRANSACTION.

Item 1004 of Regulation M-A

(a) *Material terms.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary

Questions and Answers About the Merger

Special Factors

Special Meeting of Shareowners of CCE

The Merger Agreement

Comparative Rights of Shareowners

Annex A Business Separation and Merger Agreement

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

(c) *Different terms.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary The Merger

Questions and Answers About the Merger

The Merger Agreement Merger Consideration

The Merger Agreement Treatment of CCE Equity Awards

Interests of Certain Persons in the Merger

Comparative Rights of Shareowners

Table of Contents

(d)	<i>Appraisal rights.</i> The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:
	Questions and Answers About the Merger
	Summary Appraisal Rights
	Special Factors Appraisal Rights
	Special Meeting of Shareowners of CCE Appraisal Rights
	The Merger Agreement Shares subject to Properly Exercised Appraisal Rights
	Annex D Appraisal Rights

(e) *Provisions for unaffiliated security holders.* None.

(f) *Eligibility for listing or trading.*
The Merger Agreement Merger Consideration

The Merger Agreement Stock Market Listing

Description of New CCE Capital Stock Stock Exchange Listing

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

Item 1005 of Regulation M-A:

(a) *Transactions.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Interests of Certain Persons in the Merger

Related Party Transactions

Security Ownership of Certain Beneficial Owners and Management of CCE

(b)-(c) *Significant corporate events; Negotiations or contacts.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary The Merger

Summary What CCE Shareowners Will Receive in the Merger

Summary The Norway-Sweden Acquisition

Questions and Answers About the Merger

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

Special Factors Background of the Merger

Special Factors CCE's and New CCE's Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Factors TCCC's Reason for, and Purpose of, the Merger

Special Factors Position of TCCC and Merger Sub Regarding Fairness of Merger

The Norway-Sweden Acquisition

Interests of Certain Persons in the Merger

Annex A Business Separation and Merger Agreement

Annex B The Norway-Sweden Share Purchase Agreement

(e) *Agreements involving the subject company's securities.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Questions and Answers About the Merger

Summary Special Meeting of CCE Shareowners

Special Factors Vote Required; Abstentions and Broker Non-Votes

Interests of Certain Persons in the Merger

Annex A Business Separation and Merger Agreement

Table of Contents

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.

Item 1006 of Regulation M-A:

(b)-(c) *Use of securities acquired; Plans.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary

Questions and Answers About the Merger

Special Factors Background of the Merger

Special Factors CCE's and New CCE's Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Factors TCCC's Reason for, and Purpose of, the Merger

Special Factors Effects of the Merger on CCE and New CCE

Special Factors Plans for CCE

Special Factors Plans for New CCE Following the Merger

The Merger Agreement Structure of the Merger

The Merger Agreement Covenants and Conduct of Business Pending the Merger

The Merger Agreement Stock Market Listing

Business of New CCE

Annex A Business Separation and Plan of Merger

Annex B The Norway-Sweden Share Purchase Agreement

ITEM 7. PURPOSES, ALTERNATIVES, REASONS AND EFFECTS.

Item 1013 of Regulation M-A:

(a)-(c) *Purposes; Alternatives; Reasons.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors CCE's and New CCE's Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Factors TCCC's Reason for, and Purpose of, the Merger

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

- (d) *Effects*. The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Material United States Federal Income Tax Consequences

Summary Termination of the Merger Agreement

Questions and Answers About the Merger

Special Factors Effects of the Merger on CCE and New CCE

Special Factors Effect on TCCC's Interest in the Net Book Value and Net Earnings of CCE

Special Factors Material United States Federal Income Tax Consequences

Special Factors Appraisal Rights

The Merger Agreement

The Norway-Sweden Acquisition

Business of New CCE

Directors and Officers of New CCE

Capitalization of New CCE

Description of New CCE Capital Stock

Comparative Rights Of Shareowners

Annex A Business Separation and Merger Agreement

Annex B The Norway-Sweden Share Purchase Agreement

Annex D Section 262 of the Delaware General Corporation Law

Table of Contents

ITEM 8. FAIRNESS OF THE TRANSACTION.

Item 1014 of Regulation M-A:

(a)-(b) *Fairness; Factors considered in determining fairness.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary The CCE Board Recommends Shareowner Approval of the Merger

Summary Opinion of CCE's Financial Advisors

Summary Position of TCCC and Merger Sub Regarding Fairness of Merger

Summary Opinion of TCCC's Financial Advisor

Questions and Answers About the Merger

Special Factors CCE's and New CCE's Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Factors TCCC's Reason for, and Purpose of, the Merger

Special Factors Position of TCCC and Merger Sub Regarding Fairness of Merger

Special Factors Opinion of the CCE Board's Affiliated Transaction Committee's Financial Advisor

Special Factors Opinion of CCE's Financial Advisors

Special Factors Opinion of TCCC's Financial Advisor

Annex C-1 Opinion of Greenhill & Co., LLC

Annex C-2 Opinion of Credit Suisse Securities (USA) LLC

Annex C-3 Opinion of Lazard Frères & Co. LLC

Annex C-4 Opinion of Goldman, Sachs & Co.

(c) *Approval of security holders.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Special Meeting of CCE Shareowners

Summary The CCE Board Recommends Shareowner Approval of the Merger

Summary Completion of the Merger is Subject to Certain Conditions

Questions and Answers About the Merger

Special Meeting of Shareowners of CCE Vote Required; Abstentions and Broker Non-Votes

The Merger Agreement Conditions to the Completion of the Merger

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

Annex A Business Separation and Merger Agreement

(d) *Unaffiliated representative.* None

(e) *Approval of directors.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary The CCE Board Recommends Shareowner Approval of the Merger

Questions and Answers About the Merger

Special Factors CCE's and New CCE's Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Meeting of Shareowners of CCE Board of Directors Recommendation

(f) *Other offers.* None

Table of Contents

ITEM 9. REPORTS, OPINIONS, APPRAISALS AND NEGOTIATIONS.

Item 1015 of Regulation M-A:

- (a)-(b) *Report, opinion or appraisal; Preparer and summary of the report, opinion or appraisal.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Opinion of the CCE Board's Affiliated Transactions Committee's Financial Advisor

Summary Opinion of CCE's Financial Advisors

Summary Opinion of TCCC's Financial Advisor

Special Factors Background of the Merger

Special Factors CCE's and New CCE's Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Factors Position of TCCC and Merger Sub Regarding Fairness of Merger

Special Factors Certain Forecasts

Special Factors Opinion of the CCE Board's Affiliated Transaction Committee's Financial Advisor

Special Factors Opinion of CCE's Financial Advisors

Special Factors Opinion of TCCC's Financial Advisor

Annex C-1 Opinion of Greenhill & Co., LLC

Annex C-2 Opinion of Credit Suisse Securities (USA) LLC

Annex C-3 Opinion of Lazard Frères & Co. LLC

Annex C-4 Opinion of Goldman, Sachs & Co.

- (c) *Availability of documents.* The reports, opinions or appraisals referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of CCE, during its regular business hours by any interested holder of common stock of CCE, and copies may be obtained by requesting them in writing or by telephone from CCE, at the addresses provided under the captions *Additional Information* and *Where You Can Find More Information* in the proxy statement/prospectus, which is incorporated herein by reference.

ITEM 10. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 1007 of Regulation M-A:

- (a)-(b) *Source of funds; Conditions.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary The Merger

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

Summary Financing

Special Factors Financing of the Merger

The Merger Agreement Merger Consideration

The Merger Agreement Conditions to the Completion of the Merger

(c) *Expenses.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Special Meeting of Shareowners of CCE Solicitation of Proxies and Expenses

The Merger Agreement Expenses

The Merger Agreement Termination Payments

(d) *Borrowed funds.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Financing

Special Factors Financing of the Merger

The Merger Agreement Conditions to the Completion of the Merger

Table of Contents

ITEM 11. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 1008 of Regulation M-A:

(a)-(b) *Securities ownership; securities transactions.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:
Special Meeting of Shareowners of CCE Shares Held by CCE s Directors and Executive Officers

Interests of Certain Persons in the Merger

Security Ownership of Certain Beneficial Owners and Management of CCE

ITEM 12. THE SOLICITATION OR RECOMMENDATION.

Item 1012 of Regulation M-A:

(d)-(e) *Intent to tender or vote in a going-private transaction; Recommendations of others.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:
Summary The CCE Board Recommends Shareowner Approval of the Merger

Summary CCE s Officers and Directors Have Some Interests in the Merger That Are Different from or in Addition to Their Interests as Shareowners

Questions and Answers About the Merger

Special Factors CCE s and New CCE s Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Factors TCCC s Reasons for, and Purpose of, the Merger

Special Factors Position of TCCC and Merger Sub Regarding Fairness of Merger

Special Meeting of Shareowners of CCE Shares Held by CCE s Directors and Executive Officers

Special Meeting of Shareowners of CCE Board of Directors Recommendation

Interests of Certain Persons in the Merger

Summary Special Meeting of CCE Shareowners

Merger Agreement Covenants and Conduct of Business Pending the Merger

ITEM 13. FINANCIAL STATEMENTS.

Item 1010 of Regulation M-A:

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

- (a)-(b) *Financial information; Pro Forma information.* The information contained in the Consolidated Financial Statements included in CCE's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on February 12, 2010, and the Quarterly Reports on Form 10-Q for the quarterly periods ended April 2, 2010, (filed with the SEC on April 29, 2010) and July 2, 2010 (filed with the SEC on July 28, 2010), is incorporated herein by reference.

The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Summary Historical Combined Financial Data of New CCE

Summary Summary Consolidated Financial Data of New CCE

Summary Market Price and Dividend Information

Unaudited Pro Forma Financial Information of CCE

Unaudited Pro Forma Financial Information of New CCE

Selected Historical Combined Financial Data

Where You Can Find More Information

Table of Contents

ITEM 14. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.

Item 1009 of Regulation M-A:

(a)-(b) *Solicitations or recommendations; Employees and corporate assets.* The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary The CCE Board Recommends Shareowner Approval of the Merger

Summary CCE's Officers and Directors Have Some Interests in the Merger That Are Different from or in Addition to Their Interests as Shareowners

Questions and Answers About the Merger

Special Factors CCE's and New CCE's Reasons for, and Purpose of, the Merger; Recommendation of the CCE Affiliated Transaction Committee and CCE Board as to Fairness of the Merger

Special Factors TCCC's Reasons for, and Purpose of, the Merger

Special Factors Position of TCCC and Merger Sub Regarding Fairness of Merger

Special Meeting of Shareowners of CCE Shares Held by CCE's Directors and Executive Officers

Special Meeting of Shareowners of CCE Board of Directors Recommendation

Special Meeting of Shareowners of CCE Solicitation of Proxies and Expenses

Interests of Certain Persons in the Merger

Executive Compensation of New CCE

ITEM 15. ADDITIONAL INFORMATION.

Item 1011(b) of Regulation M-A.

(b) *Other material information.* The information contained in the Exhibits referred to in Item 16 below is incorporated herein by reference. The information set forth in the proxy statement/prospectus and the related Letter of Transmittal is incorporated herein by reference.

ITEM 16. EXHIBITS.

Exhibit

Number

Description

(a)(1) The proxy statement/prospectus of International CCE Inc. (incorporated herein by reference to Amendment No. 2 to the Registration Statement on Form S-4 filed by International CCE Inc. with the SEC on August 4, 2010).

(a)(2) Press Release dated February 25, 2010 (incorporated herein to CCE's Current Report on Form 425 filed on February 25, 2010).

Edgar Filing: COCA COLA ENTERPRISES INC - Form SC 13E3/A

- (c)(1) Opinion of Greenhill & Co., LLC (incorporated herein by reference to Annex C-1 to the proxy statement/prospectus).
- (c)(2) Opinion of Credit Suisse Securities (USA) LLC (incorporated herein by reference to Annex C-2 to the proxy statement/prospectus).
- (c)(3) Opinion of Lazard Frères & Co. LLC (incorporated herein by reference to Annex C-3 to the proxy statement/prospectus).
- (c)(4) Opinion of Goldman, Sachs & Co. (incorporated herein by reference to Annex C-4 to the proxy statement/prospectus).
- (c)(5) February 21, 2010 Presentation of Greenhill & Co., LLC to Coca-Cola Enterprises, Inc. s Affiliated Transaction Committee.*

Table of Contents

Exhibit Number	Description
(c)(6)	February 24, 2010 Presentation of Credit Suisse Securities (USA) LLC to Coca-Cola Enterprises Board of Directors.*
(c)(7)	February 24, 2010 Presentation of Lazard Frères & Co. LLC to Coca-Cola Enterprises Board of Directors.*
(c)(8)	February 24, 2010 Presentation of Goldman, Sachs & Co. to The Coca-Cola Company's Board of Directors.*
(d)(1)	Business Separation and Merger Agreement dated as of February 25, 2010, among Coca-Cola Enterprises Inc., Cobalt Subsidiary LLC, The Coca-Cola Company and International CCE Inc. (incorporated herein by reference to Exhibit 2.1 to CCE's Current Report on Form 8-K filed with the SEC on March 3, 2010).
(d)(2)	Norway-Sweden Share Purchase Agreement dated as of March 20, 2010 among Coca-Cola Enterprises Inc., International CCE Inc., The Coca-Cola Company and Bottling Holdings (Luxembourg) s.a.r.l. (incorporated herein by reference to Exhibit 2.1 to CCE's Current Report on Form 8-K filed on March 22, 2010)
(d)(3)	Form of Bottler's Agreement (incorporated herein by reference as Exhibit 10.2 to Amendment No. 2 to the Registration Statement on Form S-4 filed by International CCE Inc. with the SEC on August 4, 2010)
(d)(4)	Undertaking from Bottling Holdings (Luxembourg) to the European Commission, dated October 19, 2004, relating to various commercial practices that had been under investigation by the European Commission (incorporated herein by reference as Exhibit 10.3 to Amendment No. 2 to the Registration Statement on Form S-4 filed by International CCE Inc. with the SEC on August 4, 2010)
(d)(5)	Final Undertaking from Bottling Holdings (Luxembourg) adopted by European Commission on June 22, 2005 (incorporated herein by reference as Exhibit 10.4 to Amendment No. 2 to the Registration Statement on Form S-4 filed by International CCE Inc. with the SEC on August 4, 2010)
(f)(1)	Section 262 of the Delaware General Corporation Law (incorporated herein by reference to Annex D to the proxy statement/prospectus).

* Previously filed on May 25, 2010.

Table of Contents

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 4, 2010

COCA-COLA ENTERPRISES INC.

By: /s/ JOHN F. BROCK
Name: **John F. Brock**
Title: **Chairman of the Board and Chief Executive Officer**

INTERNATIONAL CCE INC.

By: /s/ JOHN F. BROCK
Name: **John F. Brock**
Title: **Chairman of the Board and Chief Executive Officer**

THE COCA-COLA COMPANY

By: /s/ KATHY WALLER
Name: **Kathy Waller**
Title: **Vice President and Controller**

COBALT SUBSIDIARY LLC

By: /s/ KATHY WALLER
Name: **Kathy Waller**
Title: **Vice President and Controller**

S-1