

COCA COLA CO
Form S-8 POS
February 28, 2014

As filed with the Securities and Exchange Commission on February 28, 2014

Registration No. 333-172541

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 2
to**

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

(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

Atlanta, Georgia 30313

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(404) 676-2121

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

Coca-Cola Refreshments Savings and Investment Plan for Certain Bargaining Employees
Coca-Cola Refreshments Savings Plan for Organized Employees of Southern New England
Coca-Cola Bottling Company of St. Louis Bargaining Employees Savings and Investment Plan
Central States Coca-Cola Bottling Company Bargaining Savings Plan
Great Lakes Canning 401(k) Plan for Union Employees
Lansing Matched Employees Savings and Investment Plan
Coca-Cola Refreshments USA, Inc. Supplemental Matched Employee Savings and Investment Plan

(Full title of plans)

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)

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Classified - Unclassified

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 filed by The Coca-Cola Company (the Company) on March 1, 2011 (File No. 333-172541) (the Registration Statement) is being filed for the purpose of deregistering the remaining shares of the Company's Common Stock and the associated plan interests that were originally registered for issuance under the Coca-Cola Refreshments Savings and Investment Plan for Certain Bargaining Employees, Coca-Cola Refreshments Savings Plan for Organized Employees of Southern New England, Coca-Cola Bottling Company of St. Louis Bargaining Employees Savings and Investment Plan, Central States Coca-Cola Bottling Company Bargaining Savings Plan, Great Lakes Canning 401(k) Plan for Union Employees and Lansing Matched Employees Savings and Investment Plan (collectively, the Merged Plans).

Effective December 31, 2013, the Merged Plans were merged (the Mergers) into the Coca-Cola Refreshments Bargaining Employees 401(k) Plan (the CCR Bargaining Plan). Accordingly, the Company hereby deregisters 363,208 shares of the Company's Common Stock (the Carried-Over Shares), which represents the shares that remained unissued and available under the Merged Plans immediately prior to the Mergers, along with the associated plan interests, as detailed in the following table.

| Plan Name | Carried Over Shares |
|--|----------------------------|
| Coca-Cola Refreshments Savings and Investment Plan for Certain Bargaining Employees | 136,439 |
| Coca-Cola Refreshments Savings Plan for Organized Employees of Southern New England | 86,897 |
| Coca-Cola Bottling Company of St. Louis Bargaining Employees Savings and Investment Plan | 48,379 |
| Central States Coca-Cola Bottling Company Bargaining Savings Plan, | 13,384 |
| Great Lakes Canning 401(k) Plan for Union Employees | 45,552 |
| Lansing Matched Employees Savings and Investment Plan | 32,557 |
| Total | 363,208 |

The Company is concurrently filing a Registration Statement on Form S-8 to register the Carried-Over Shares for issuance pursuant to the CCR Bargaining Plan.

In addition, this Post-Effective Amendment No. 2 to the Registration Statement is also deregistering the plan interests that were originally registered for issuance under the Coca-Cola Refreshments USA, Inc. Supplemental Matched Employee Savings and Investment Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit No. | Description |
|--------------------|--------------------|
| 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 28th day of February 28, 2014.

THE COCA-COLA COMPANY

By: /s/ Gary P. Fayard
 Name: Gary P. Fayard
 Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|--|---|-------------------|
| /s/ Muhtar Kent Muhtar Kent | Chairman, Board of Directors, Chief Executive Officer and a Director (Principal executive officer) | February 28, 2014 |
| /s/ Gary P. Fayard Gary P. Fayard | Executive Vice President and Chief Financial Officer (Principal financial officer) | February 28, 2014 |
| /s/ Kathy N. Waller Kathy N. Waller | Vice President, Finance and Controller (Principal accounting officer) | February 28, 2014 |
| * Herbert A. Allen | Director | February 28, 2014 |
| * Ronald W. Allen | Director | February 28, 2014 |
| * Ana Botín | Director | February 28, 2014 |
| * Howard G. Buffett | Director | February 28, 2014 |
| * Richard M. Daley | Director | February 28, 2014 |
| * Barry Diller | Director | February 28, 2014 |
| * Helene D. Gayle | Director | February 28, 2014 |

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| Signature | Title | Date |
|-----------------------------|--------------|-------------------|
| * Evan G. Greenberg | Director | February 28, 2014 |
| * Alexis M. Herman | Director | February 28, 2014 |
| * Robert A. Kotick | Director | February 28, 2014 |
| * Maria Elena Lagomasino | Director | February 28, 2014 |
| * Donald F. McHenry | Director | February 28, 2014 |
| * Sam Nunn | Director | February 28, 2014 |
| * James D. Robinson III | Director | February 28, 2014 |
| * Peter V. Ueberroth | Director | February 28, 2014 |
| * Jacob Wallenberg | Director | February 28, 2014 |

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

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, on this 28th day of February, 2014.

COCA-COLA REFRESHMENTS SAVINGS AND INVESTMENT PLAN FOR CERTAIN BARGAINING EMPLOYEES

COCA-COLA REFRESHMENTS SAVINGS PLAN FOR ORGANIZED EMPLOYEES OF SOUTHERN NEW ENGLAND

COCA-COLA BOTTLING COMPANY OF ST. LOUIS BARGAINING EMPLOYEES SAVINGS AND INVESTMENT PLAN

CENTRAL STATES COCA-COLA BOTTLING COMPANY BARGAINING SAVINGS PLAN

GREAT LAKES CANNING 401(K) PLAN FOR UNION EMPLOYEES

LANSING MATCHED EMPLOYEES SAVINGS AND INVESTMENT PLAN

COCA-COLA REFRESHMENTS USA, INC. SUPPLEMENTAL MATCHED EMPLOYEE SAVINGS AND INVESTMENT PLAN

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By: /s/ Melody Hanna

Name:

Melody Hanna

Title:

Chairman, The Coca-Cola Company
Benefits Committee
