

COCA COLA CO  
Form 8-K  
August 08, 2011

**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):

**August 8, 2011 (August 3, 2011)**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of incorporation)

**001-02217**  
(Commission  
File Number)

**58-0628465**  
(IRS Employer  
Identification No.)

**One Coca-Cola Plaza**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30313**  
(Zip Code)

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Registrant's telephone number, including area code: **(404) 676-2121**

**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 2.03      Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On August 3, 2011, The Coca-Cola Company (the Company ) entered into a Purchase Agreement (the Purchase Agreement ) with BNP Paribas Securities Corp., Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several initial purchasers named in Schedule I thereto, relating to the issuance and sale of \$1,000,000,000 aggregate principal amount of 1.80% Senior Notes due 2016 (the 2016 Notes ) and \$1,000,000,000 aggregate principal amount of 3.30% Senior Notes due 2021 (the 2021 Notes and, together with the 2016 Notes, the Notes ). The Company expects to complete the issuance and sale of the Notes on August 10, 2011. The Notes are being offered and sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act ), and to non-U.S. persons in reliance on Regulation S under the Securities Act.

The Notes will be issued pursuant to the Indenture dated as of April 26, 1988 between the Company and Deutsche Bank Trust Company Americas (as successor to Bankers Trust Company), as trustee (the Trustee ), as amended by a First Supplemental Indenture, dated as of February 24, 1992, and as amended by a Second Supplemental Indenture, dated as of November 1, 2007, as the same may be amended, supplemented, waived or otherwise modified from time to time in accordance with the terms thereof (the Indenture ).

The 2016 Notes will mature on September 1, 2016. The 2021 Notes will mature on September 1, 2021. The Company will pay interest on each series of Notes on March 1 and September 1 of each year, beginning on March 1, 2012. The Notes are general unsecured obligations of the Company and rank equally in right of payment with all of the Company's other existing and future unsecured and unsubordinated indebtedness. The Notes of each series are subject to optional redemption prior to maturity as described in the Indenture. The Notes and the Indenture contain customary events of default, including failure to pay principal or interest on the Notes when due.

In connection with the issuance and sale of the Notes, the Company has agreed to enter into a Registration Rights Agreement (the Registration Rights Agreement ) with the representatives of the initial purchasers of the Notes and other parties named therein. Pursuant to the Registration Rights Agreement, the Company will be obligated to use commercially reasonable efforts to file a registration statement with respect to an offer to exchange the Notes for substantially similar notes of the Company that are registered under the Securities Act or, in certain circumstances, register the resale of the Notes. The registered exchange notes, if and when issued, will have terms identical to the Notes, except that their issuance will have been registered under the Securities Act. If it fails to satisfy these and other obligations contained in the Registration Rights Agreement, the Company will be obligated to make additional payments of interest to the holders of the Notes as described in the Registration Rights Agreement.

The Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This report does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

A copy of the form of the Registration Rights Agreement has been filed as Exhibit 4.1 to this report. The description of the Registration Rights Agreement is qualified in its entirety by the complete text of such agreement, which is incorporated by reference herein.

**Item 9.01      Financial Statements and Exhibits.**

The exhibits listed below are filed herewith.

(d) Exhibits.

- 4.1 Form of Registration Rights Agreement among The Coca-Cola Company, the representatives of the initial purchasers of the Notes and the other parties named therein.

**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 COCA-COLA COMPANY  
(REGISTRANT)

Date: August 8, 2011

By: /s/ Kathy N. Waller  
Name: Kathy N. Waller  
Title: Vice President and Controller

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 4.1	Form of Registration Rights Agreement among The Coca-Cola Company, the representatives of the initial purchasers of the Notes and the other parties named therein.