
**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):
July 19, 2023



(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)
One Coca-Cola Plaza
Atlanta, Georgia
(Address of principal executive offices)

001-02217
(Commission File Number)

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

30313
(Zip Code)

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

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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Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.25 Par Value	KO	New York Stock Exchange
0.500% Notes Due 2024	KO24	New York Stock Exchange
1.875% Notes Due 2026	KO26	New York Stock Exchange
0.750% Notes Due 2026	KO26C	New York Stock Exchange
1.125% Notes Due 2027	KO27	New York Stock Exchange
0.125% Notes Due 2029	KO29A	New York Stock Exchange
0.125% Notes Due 2029	KO29B	New York Stock Exchange
0.400% Notes Due 2030	KO30B	New York Stock Exchange
1.250% Notes Due 2031	KO31	New York Stock Exchange
0.375% Notes Due 2033	KO33	New York Stock Exchange
0.500% Notes Due 2033	KO33A	New York Stock Exchange
1.625% Notes Due 2035	KO35	New York Stock Exchange
1.100% Notes Due 2036	KO36	New York Stock Exchange
0.950% Notes Due 2036	KO36A	New York Stock Exchange
0.800% Notes Due 2040	KO40B	New York Stock Exchange
1.000% Notes Due 2041	KO41	New York Stock Exchange

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 19, 2023, the Board of Directors of The Coca-Cola Company (the “Company”) increased the size of the Board to 14 members and elected Thomas S. Gayner as a Director of the Company, effective immediately. Mr. Gayner was also appointed to the Board’s Finance Committee.

Mr. Gayner will participate in The Coca-Cola Company Directors’ Plan (the “Compensation Plan”), pursuant to which in 2023 he will be entitled to a prorated portion of the annual compensation paid to outside directors, consisting of \$90,000 to be paid in quarterly installments in cash and \$200,000 to be paid in deferred share units. The Compensation Plan is described further starting on page 42 of the Company’s 2023 Proxy Statement.

There are no transactions in which Mr. Gayner has an interest requiring disclosure under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Gayner and any other persons pursuant to which he was selected as a director.

A copy of the Company’s press release announcing the election of Mr. Gayner to the Board is furnished with this report as Exhibit 99.1.

Item 9.01(d). Financial Statements and Exhibits.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of The Coca-Cola Company, dated July 19, 2023.
Exhibit 104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL document).

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, thereunto duly authorized.

**THE COCA-COLA COMPANY
(REGISTRANT)**

Date: July 19, 2023

By: /s/ Monica Howard Douglas

Monica Howard Douglas
Senior Vice President and General Counsel



News Release

The Coca-Cola Company Elects New Director and Corporate Officer

Company Also Declares Regular Quarterly Dividend

ATLANTA, July 19, 2023 – The Board of Directors of The Coca-Cola Company today announced the election of Thomas S. Gayner as a director. Gayner, the CEO of Markel Group, joins the board effective immediately.

In other business, the board elected Henrique Braun as a corporate senior vice president and declared the company's regularly quarterly dividend.

About Thomas S. Gayner

Gayner has served as CEO of Markel Group since the start of the year and was co-CEO from 2016 through 2022. Markel is a holding company with operations in insurance, services and industrial operations.

Gayner joined Markel in 1990 to form Markel Gayner Asset Management, which provided equity investment counsel for Markel as well as outside clients. Prior to Markel, Gayner held roles with Davenport & Co. and PricewaterhouseCoopers LLP.

Gayner currently serves as chairman of the board of the Davis Series Mutual Funds and on the boards of Graham Holdings and Markel. He previously served on the boards of Cable One and Colfax Corp. He is a member of the Investment Advisory Committee of the Virginia Retirement System.

Gayner earned a bachelor of science degree in commerce from the University of Virginia.

About Henrique Braun

Braun has served as the company's President of International Development since the start of the year. The board has now elected him as a corporate senior vice president as well.

Braun oversees the company's operating units for Latin America; Japan and South Korea; ASEAN and South Pacific; Greater China and Mongolia; Africa; India and Southwest Asia; and Eurasia and Middle East.

Previously, Braun served as President of the Latin America operating unit from 2020 to 2022. Braun joined Coca-Cola in 1996 and progressed through a variety of roles in North America, Europe, Latin America and Asia.

He holds a bachelor's degree in agricultural engineering from the University Federal of Rio de Janeiro, a master's of science degree from Michigan State University and an MBA from Georgia State University.

Dividend

The company declared a regular quarterly dividend of 46 cents per common share, payable Oct. 2 to shareowners of record of the company as of the close of business Sept. 15.

About The Coca-Cola Company

The Coca-Cola Company (NYSE: KO) is a total beverage company with products sold in more than 200 countries and territories. Our company's purpose is to refresh the world and make a difference. We sell multiple billion-dollar brands across several beverage categories worldwide. Our portfolio of sparkling soft drink brands includes Coca-Cola, Sprite and Fanta. Our water, sports, coffee and tea brands include Dasani, smartwater, vitaminwater, Topo Chico, BODYARMOR, Powerade, Costa, Georgia, Gold Peak and Ayataka. Our juice, value-added dairy and plant-based beverage brands include Minute Maid, Simply, innocent, Del Valle, fairlife and AdeS. We're constantly transforming our portfolio, from reducing sugar in our drinks to bringing innovative new products to market. We seek to positively impact people's lives, communities and the planet through water replenishment, packaging recycling, sustainable sourcing practices and carbon emissions reductions across our value chain. Together with our bottling partners, we employ more than 700,000 people, helping bring economic opportunity to local communities worldwide. Learn more at www.coca-colacompany.com and follow us on Instagram, Facebook and LinkedIn.

Contacts:

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