

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-3****REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933***The Coca-Cola Company*

(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**

(Address, including zip code, and telephone number, including area code, of Registrant's Principal Executive Offices)

**Geoffrey J. Kelly, Esq.  
Senior Vice President and General 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)

**Copies of all communications to:****Jared M. Brandman, Esq.**  
Securities Counsel  
The Coca-Cola Company  
One Coca-Cola Plaza  
Atlanta, Georgia 30313  
(404) 676-2121**Approximate date of commencement of proposed sale to the public: Not applicable**If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. 

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.

Large Accelerated Filer Accelerated Filer Non-accelerated filer  (Do not check if a smaller reporting company)Smaller reporting company **DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 333-59938) (the "Registration Statement") of The Coca-Cola Company (the "Company"), which was filed with the U.S. Securities and Exchange Commission on May 1, 2001. The Registration Statement registered 120,000 shares (the "Shares") of the Company's common stock, par value \$0.25 per share. The Shares were registered in connection with a settlement of a class action lawsuit pursuant to which certain stock options exercisable into Shares were issued. As of the date hereof, all of the Shares issued upon exercise of stock options have been issued and no additional Shares will be issued pursuant to the Registration Statement.

Accordingly, in accordance with an undertaking made by the Company in Part II of the Registration Statement, the Company is filing this Post-Effective Amendment to remove from registration any and all Shares registered but unsold under the Registration Statement and to terminate the effectiveness of the Registration Statement.

**PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS**

<b>Item 16.</b>		<b>Exhibits.</b>
24	Power of Attorney	

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement of Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 7<sup>th</sup> day of December, 2011.

THE COCA-COLA COMPANY

By:           /s/ Gary P. Fayard            
 Gary P. Fayard  
 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-3 has been signed by the following persons in the capacities indicated as of the 7<sup>th</sup> day of December, 2011:

Signature	Title	Date
* Muhtar Kent	Chairman, Board of Directors, Chief Executive Officer and a Director (Principal executive officer)	December 7, 2011
/s/ Gary P. Fayard Gary P. Fayard	Executive Vice President and Chief Financial Officer (Principal financial officer)	December 7, 2011
/s/ Kathy N. Waller Kathy N. Waller	Vice President and Controller (Principal accounting officer)	December 7, 2011
* Herbert A. Allen	Director	December 7, 2011
* Ronald W. Allen	Director	December 7, 2011
* Howard G. Buffett	Director	December 7, 2011
* Barry Diller	Director	December 7, 2011
* Evan G. Greenberg	Director	December 7, 2011
* Alexis M. Herman	Director	December 7, 2011
* Donald R. Keough	Director	December 7, 2011
* Maria Elena Lagomasino	Director	December 7, 2011

Signature	Title	Date
* Donald F. McHenry	Director	December 7, 2011
* Sam Nunn	Director	December 7, 2011
* James D. Robinson III	Director	December 7, 2011
* Peter V. Ueberroth	Director	December 7, 2011

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Jacob Wallenberg

Director

December 7, 2011

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James B. Williams

Director

December 7, 2011

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

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT each person whose signature appears below, does hereby appoint GARY P. FAYARD, Executive Vice President and Chief Financial Officer of The Coca-Cola Company (the "Company"), GEOFFREY J. KELLY, Senior Vice President and General Counsel of the Company, and GLORIA K. BOWDEN, Associate General Counsel and Secretary of the Company, or any one of them, as such person's true and lawful attorney for such person and in such person's name for the purpose of executing on such person's behalf the Company's (i) Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-59936), Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 33-61531), Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 2-98787) and Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-59938), (ii) any additional post-effective amendments or other amendments to the foregoing Registration Statements, and (iii) any other document or instrument deemed necessary or appropriate by any of them in connection with causing any such Post-Effective Amendment, including any exhibits thereto, and other documents in connection therewith, or any subsequent amendment or supplement to such Registration Statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended.

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Muhtar Kent  
Muhtar Kent  
Chairman, Board of Directors, Chief  
Executive Officer and Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Herbert A. Allen  
Herbert A. Allen  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Ronald W. Allen  
Ronald W. Allen  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Howard G. Buffett  
Howard G. Buffett  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Barry Diller  
Barry Diller  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Evan G. Greenberg  
Evan G. Greenberg  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Alexis M. Herman  
Alexis M. Herman  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Donald R. Keough  
Donald R. Keough  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Maria Elena Lagomasino  
Maria Elena Lagomasino  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Donald F. McHenry  
Donald F. McHenry  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Sam Nunn  
Sam Nunn  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ James D. Robinson III  
James D. Robinson III  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Peter V. Ueberroth  
Peter V. Ueberroth  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ Jacob Wallenberg  
Jacob Wallenberg  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 7<sup>th</sup> day of December, 2011.

/s/ James B. Williams  
James B. Williams  
Director

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