

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

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 2-98787) (the "Registration Statement") of The Coca-Cola Company (the "Company"), which was filed with the U.S. Securities and Exchange Commission on August 6, 1985. The Registration Statement registered 3,500,000 shares (the "Shares") of the Company's common stock, par value \$0.25 per share. The Shares were registered to permit resales of such Shares by selling stockholders, as named in the Registration Statement, who acquired the Shares in connection with the Company's acquisition of Perenchio Enterprises, Inc.

The Company seeks to deregister all Shares that remain unsold under the Registration Statement as of the date hereof because it no longer has an obligation to keep the Registration Statement effective pursuant to the terms of its registration rights agreement with the selling stockholders. 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**

Item 16.

Exhibits.

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Power of Attorney

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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 7th 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 7th day of December, 2011:

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

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Signature	Title	Date
* <u>Donald F. McHenry</u>	Director	December 7, 2011
* <u>Sam Nunn</u>	Director	December 7, 2011
* <u>James D. Robinson III</u>	Director	December 7, 2011

* _____ Peter V. Ueberroth	Director	December 7, 2011
* _____ Jacob Wallenberg	Director	December 7, 2011
* _____ 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.

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

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

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

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

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

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

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

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

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

/s/ Barry Diller
Barry Diller
Director

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

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

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

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

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

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

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

/s/ Maria Elena Lagomasino
Maria Elena Lagomasino
Director

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

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

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

/s/ Sam Nunn
Sam Nunn
Director

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

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

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

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

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

/s/ Jacob Wallenberg
Jacob Wallenberg
Director

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

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