

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
to
FORM S-8

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
(404) 676-2121**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Coca-Cola Refreshments 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
One Coca-Cola Plaza
Atlanta, Georgia 30313
(404) 676-2121

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

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 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 shares of the Company's Common Stock and the associated plan interests that were originally registered for issuance under the CCR Matched Employee Savings and Investment Plan (the "CCR MESIP").

Effective January 1, 2012, the CCR MESIP and certain other Company 401(k) plans were merged (the "Merger") into The Coca-Cola Company Thrift & Investment Plan (the "TCCC Thrift Plan") and the TCCC Thrift Plan was renamed The Coca-Cola Company 401(k) Plan (the "401(k) Plan"). Accordingly, the Company hereby

deregisters 8,310,947 shares of the Registrant's Common Stock (the "Carried-Over Shares"), which represents the shares that remained unissued and available under the CCR MESIP immediately prior to the Merger, along with the associated plan interests. The Company is concurrently filing a Registration Statement on Form S-8 to register, among other shares, the Carried-Over Shares for issuance pursuant to the 401(k) Plan.

For the avoidance of doubt, the deregistration of securities pursuant to this Post-Effective Amendment No. 1 shall have no effect on the status of the other shares of Common Stock and plan interests initially registered pursuant to the Registration Statement, which shall continue in effect.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
24.1	Powers of Attorney

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 27th day of February, 2012.

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. 1 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
<u>/s/ Muhtar Kent</u> Muhtar Kent	Chairman, Board of Directors, Chief Executive Officer and a Director (Principal executive officer)	February 27, 2012
<u>/s/ Gary P. Fayard</u> Gary P. Fayard	Executive Vice President and Chief Financial Officer (Principal financial officer)	February 27, 2012
<u>/s/ Kathy N. Waller</u> Kathy N. Waller	Vice President and Controller (Principal accounting officer)	February 27, 2012
* Herbert A. Allen	Director	February 27, 2012
* Ronald W. Allen	Director	February 27, 2012
* Howard G. Buffett	Director	February 27, 2012
* Richard M. Daley	Director	February 27, 2012
* Barry Diller	Director	February 27, 2012
* Evan G. Greenberg	Director	February 27, 2012
* Alexis M. Herman	Director	February 27, 2012

Signature	Title	Date
* Donald R. Keough	Director	February 27, 2012
* Robert A. Kotick	Director	February 27, 2012
* Maria Elena Lagomasino	Director	February 27, 2012

* _____ Donald F. McHenry	Director	February 27, 2012
* _____ Sam Nunn	Director	February 27, 2012
* _____ James D. Robinson III	Director	February 27, 2012
* _____ Peter V. Ueberroth	Director	February 27, 2012
* _____ Jacob Wallenberg	Director	February 27, 2012
* _____ James B. Williams	Director	February 27, 2012

*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. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, on this 27th day of February, 2012.

**COCA-COLA REFRESHMENTS MATCHED EMPLOYEE SAVINGS AND INVESTMENT
PLAN**

By: /s/ Susan M. Fleming
Name: Susan M. Fleming
Title: Chairman, The Coca-Cola Company
Benefits Committee

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"), BERNHARD GOEPELT, Senior Vice President, General Counsel and Chief Legal 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 (i) the Company's Registration Statement on Form S-8, or any amendments or supplements thereto, for the registration of Common Stock, par value \$.25 per share, of the Company in accordance with the authorization of the Board of Directors with respect to (a) The Coca-Cola Company 401(k) Plan, (b) Coca-Cola Refreshments 401(k) Plan for Ontario, (c) The Philadelphia Coca-Cola Bottling Company 401(k) Union Plan and (d) The Coca-Cola Company 401(k) Plan for Portland; (ii) Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-172541), (iii) any application for registration or qualification (or exemption therefrom) of such securities under the Blue Sky or other federal or state securities laws and regulations or the laws and regulations of any governmental entity outside the United States of America; and (iv) any other document or instrument deemed necessary or appropriate by any of them in connection with such application for registration or qualification (or exemption therefrom); and for the purpose of causing any such registration statement 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 27th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

/s/ Richard M. Daley
Richard M. Daley
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

/s/ Barry Diller
Barry Diller
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 16th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 16th day of February, 2012.

/s/ Robert A. Kotick
Robert A. Kotick
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

/s/ Maria Elena Lagomasino
Maria Elena Lagomasino
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 16th day of February, 2012.

/s/ Sam Nunn
Sam Nunn
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 16th day of February, 2012.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of February, 2012.

/s/ Jacob Wallenberg
Jacob Wallenberg
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 27th day of February, 2012.

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