

**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 27, 2012**

The Coca-Cola Company

(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)

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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 27, 2012, Article FOURTH of the Restated Certificate of Incorporation, as amended, of The Coca-Cola Company (the "Company") was amended to increase the authorized Common Stock of the Company from 5,600,000,000 shares, par value \$.25 per share, to 11,200,000,000 shares, par value \$.25 per share, and to effect a two-for-one stock split of the issued Common Stock of the Company.

The record date for the two-for-one stock split is July 27, 2012, and the additional shares will be distributed on or about August 10, 2012. Each shareowner of record on the close of business on the record date will receive one additional share of common stock for each share held.

The Certificate of Amendment of Certificate of Incorporation dated July 27, 2012, filed with the Secretary of State of the State of Delaware, is attached to this report as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

3.1 Certificate of Amendment of Certificate of Incorporation of The Coca-Cola Company dated July 27, 2012.

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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: July 27, 2012

By: /s/ Bernhard Goepelt
Bernhard Goepelt

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE COCA-COLA COMPANY**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

The Coca-Cola Company, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FOURTH thereof and inserting the following in lieu thereof:

"FOURTH: The total number of shares of all classes of stock that the corporation shall have authority to issue is Eleven Billion Three Hundred Million (11,300,000,000) shares, consisting of Eleven Billion Two Hundred Million (11,200,000,000) shares of common stock, par value \$.25 per share, and One Hundred Million (100,000,000) shares of preferred stock, par value \$1.00 per share.

The Board of Directors of the corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a "Preferred Stock Designation") to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of the majority of the shares of common stock, without a vote of the holders of the shares of preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of preferred stock.

Each holder of shares of common stock shall be entitled to one vote for each share of common stock held of record on all matters on which the holders of shares of common stock are entitled to vote.

No stockholder shall have any preemptive right to subscribe to an additional issue of shares of any class of stock of the corporation or to any security convertible into such stock.

Each share of common stock of the corporation issued and outstanding or held in the treasury of the corporation immediately prior to the close of business on the date on which the Certificate of Amendment relating to this amendment to Article FOURTH of the Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, that being the time at which such amendment shall have become effective, shall be automatically changed into and reclassified as two fully paid and nonassessable shares of common stock, par value \$.25 per share, and at the close of business on such date and by virtue of the foregoing reclassification, each holder of record of common stock shall, without further action, be and become the holder of one additional share of common stock for each share of common stock held of record immediately prior thereto. Effective at the close of business on such date, each share of common stock outstanding or held in treasury immediately prior to such time shall continue to represent the same number of shares of common stock and as promptly as practicable thereafter, the corporation shall issue an additional share of common stock for each share of common stock held of record immediately prior thereto. "

2. The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, The Coca-Cola Company has caused this Certificate to be executed by its duly authorized officer on this 2nd day of July, 2012.

THE COCA-COLA COMPANY

By: /s/ Bernhard Goepelt
Name: Bernhard Goepelt
Office: Senior Vice President, General Counsel and Chief Legal Counsel