
**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): **February 18, 2014**

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))

Classified - Unclassified

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

On February 18, 2014, Gary Fayard, Executive Vice President and Chief Financial Officer of The Coca-Cola Company (the "Company"), informed the Company of his decision to retire in May 2014. On February 20, 2014, the Company announced Mr. Fayard's retirement and that Kathy Waller, age 55, currently Vice President, Finance and Controller, will succeed Mr. Fayard as Chief Financial Officer. Ms. Waller will be elected to this position at the Company's April Board meeting. The Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On February 19, 2014, current Directors Donald F. McHenry and Jacob Wallenberg each provided notice to the Chairman of the Board of Directors of the Company of his intention not to stand for re-election at the 2014 Annual Meeting of Shareowners. Messrs. McHenry and Wallenberg will both remain on the Board and maintain their respective Committee memberships until the 2014 Annual Meeting of Shareowners, which is scheduled to occur in April 2014. The Company's February 20, 2014 press release announcing the retirement of Messrs. McHenry and Wallenberg is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of The Coca-Cola Company, dated February 20, 2014, regarding the Chief Financial Officer.

99.2 Press Release of The Coca-Cola Company, dated February 20, 2014, regarding Directors.

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: February 21, 2014

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

**Contact:**

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The Coca-Cola Company
Global Public Affairs &
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News Release

THE COCA-COLA COMPANY CHIEF FINANCIAL OFFICER GARY P. FAYARD TO RETIRE

Kathy N. Waller Named to Succeed Fayard

ATLANTA, Feb. 20, 2014 — The Coca-Cola Company today announced Executive Vice President and Chief Financial Officer Gary P. Fayard will retire in May 2014, after 20 years of service with the Company.



Gary P. Fayard

A well-respected leader, Fayard, 62, joined The Coca-Cola Company in 1994 as Vice President and Controller and was promoted in 1999 to Senior Vice President and CFO. In 2003, Fayard was promoted to his current role of Executive Vice President and CFO, where he is responsible for leading the Company's global Finance organization, overseeing Mergers & Acquisitions, Investor Relations, Tax, Treasury, Audit, Accounting and Controls, Financial Reporting, Real Estate, and Risk Management. In this role, he also serves as management representative for the Finance, Audit and Compensation Committees for the Board of Directors.

During Fayard's tenure as CFO, revenues of the Company have more than doubled to \$47 billion in 2013, and the Company completed the \$12 billion acquisition of Coca-Cola Enterprises' North America business, the largest acquisition in the Company's history. Over the past 14 years, the Company has returned more than \$74 billion to shareholders through dividends and share repurchases. For the last 3 years, Fayard was named Institutional Investor's Best CFO in the Beverage Industry.

Prior to joining The Coca-Cola Company, Fayard served 19 years with Ernst & Young, concluding his service there as a partner. He received his degree from The University of Alabama College of Commerce and Business Administration.



"Gary's deep experience across the financial spectrum combined with his passion for our business and his people have contributed significantly to the success of our Company," said Muhtar Kent, Chairman and CEO, The Coca-Cola Company. "Gary will leave a legacy of financial strength across the global organization, and the successful development of leaders who will now steward the growth of our system. He has been my trusted adviser, providing leadership, guidance and, importantly, a dry wit. I feel fortunate to have had a leader such as Gary as our CFO and as my colleague through the years. We wish Gary and his family all the best in his retirement."



Kathy N. Waller

The Coca-Cola Company named Kathy N. Waller, 55, to succeed Fayard in the role of Chief Financial Officer. She will be elected CFO at the Company's April Board Meeting. As CFO, she will report directly to Muhtar Kent.

Waller, a highly respected global leader of the Finance Division, currently serves as Vice President, Finance and Controller. She joined the Company in 1987 as a senior accountant in the Accounting Research Department and soon became principal accountant for the Northeast Europe/Africa Group, followed by Marketing Controller

for the McDonald's Group. Since then, she has taken on a number of roles of increasing responsibility, including financial services manager for The Minute Maid Company and Corporate Director of Financial Reporting. In 2004, Waller was named Vice President and Chief of Internal Audit, managing worldwide internal audit processes, with key responsibilities for the Company's compliance with Sarbanes-Oxley requirements and corporate governance matters.

In 2009, Waller was named Vice President and Controller, a role that was expanded in 2013 to Vice President, Finance and Controller, adding global accountability for Corporate Treasury, Corporate Tax and Finance Capabilities.

"Kathy brings more than 25 years of experience with the Company and a passion for leading teams and developing talent. Since 2009, she has led the Controller's Group in an increasingly complex regulatory environment while also improving our internal management reporting and analytics," said Fayard. "Kathy's expertise and deep experience with the Company make her a perfect fit for this key leadership role and the expansion of her responsibilities over the past year will allow for a seamless transition."

The Coca-Cola Company

In addition to her role in Finance, Kathy also leads The Coca-Cola Company's Women's Leadership Council and helped develop its highly successful Women in Leadership global program. Kathy also serves on the advisory board of Catalyst, the leading nonprofit organization with a mission to expand opportunities for women and business.

"Kathy brings to this role comprehensive knowledge of our system and strong global financial expertise," said Kent. "I have been fortunate to work closely with her for several years, and have seen her wise counsel, passion and integrity in action across our system. I have great confidence in her appointment to this role. I wish her the very best of success and look forward to her continued leadership."

Prior to joining The Coca-Cola Company, Waller worked for Deloitte. She received her bachelor's and MBA degrees from the University of Rochester in New York.

About The Coca-Cola Company

The Coca-Cola Company (NYSE: KO) is the world's largest beverage company, refreshing consumers with more than 500 sparkling and still brands. Led by Coca-Cola, one of the world's most valuable and recognizable brands, our Company's portfolio features 17 billion-dollar brands including Diet Coke, Fanta, Sprite, Coca-Cola Zero, vitaminwater, Powerade, Minute Maid, Simply, Georgia and Del Valle. Globally, we are the No. 1 provider of sparkling beverages, ready-to-drink coffees, and juices and juice drinks. Through the world's largest beverage distribution system, consumers in more than 200 countries enjoy our beverages at a rate of 1.9 billion servings a day. With an enduring commitment to building sustainable communities, our Company is focused on initiatives that reduce our environmental footprint, support active, healthy living, create a safe, inclusive work environment for our associates, and enhance the economic development of the communities where we operate. Together with our bottling partners, we rank among the world's top 10 private employers with more than 700,000 system associates. For more information, visit Coca-Cola Journey at www.coca-colacompany.com, follow us on Twitter at twitter.com/CocaColaCo, visit our blog, Coca-Cola Unbottled, at www.coca-colablog.com or find us on LinkedIn at www.linkedin.com/company/the-coca-cola-company.

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News Release

DONALD F. McHENRY, JACOB WALLENBERG TO RETIRE FROM THE COCA-COLA COMPANY BOARD OF DIRECTORS

Both Will Remain Directors through the Company's Annual Meeting in April

ATLANTA, Feb. 20, 2014 — The Board of Directors of The Coca-Cola Company today announced former Ambassador Donald F. McHenry and Swedish businessman Jacob Wallenberg will not stand for re-election to the Board at the Company's Annual Meeting of Shareowners in April.



McHenry, 77, is a longtime director of The Coca-Cola Company, having served on the Board since 1981. Best known for his work in public service, McHenry served as Ambassador and U.S. Permanent Representative to the United Nations from 1979 to 1981 and as a member of President Jimmy Carter's Cabinet. Prior to that appointment, he was Ambassador and U.S. Deputy Representative to the U.N. Security Council and held roles of increasing responsibility at the U.S. State Department.

McHenry has also held roles in the field of foreign policy with the Brookings Institution, the Council on Foreign Relations and the Carnegie Endowment for International Peace. During his career, he has represented the United States at a number of international events, served as Presidential Envoy to Nigeria, served as a member of U.N. Secretary-General Kofi Annan's mission to Algeria and led a consulting mission on Senegal elections.

McHenry is currently Distinguished Professor in the Practice of Diplomacy and International Affairs at Georgetown University, Chair of the Ford Foundation International Fellows Program, and is a member of The Global Leadership Forum, a not-for-profit organization that works to support democratic leadership, prevent and resolve conflict



through mediation, and promote good governance in the form of democratic institutions. He is also a Fellow of the American Academy of Arts and Sciences and is an Advisory Board member for the Partnership for a Secure America, a not-for-profit organization dedicated to recreating the bipartisan center in American national security and foreign policy.

"We are deeply indebted to Don for his 30-plus years of tireless dedication to our Company," said Muhtar Kent, Chairman and CEO, The Coca-Cola Company. "In addition to his stellar career as a diplomat and respected public servant, he has spent countless hours working for our Board and on behalf of our Company — for which we are honored. Notably, in 1985, Don signed on as the inaugural chair of our Public Issues and Diversity Review Committee and he led this important work until 2012. He has been a great advisor to me and we have all gained from his clear direction and leadership."



Jacob Wallenberg, 58, is a highly respected business executive who has served as a Director of The Coca-Cola Company since 2008. Currently, he is Chairman of

the Board of Investor AB, a Swedish industrial holding company, a role he has held since 2005.

Wallenberg also serves as Vice Chairman of Skandinaviska Enskilda Banken AB, a North European financial group, and served as its President and Chief Executive Officer from 1997 to 1998 and as Chairman of the Board from 1998 to 2005. In addition, Wallenberg serves as Vice Chairman of SAS AB, a Swedish airline company; Deputy Chairman of Telefonaktiebolaget LM Ericsson, a global telecommunications company; and Director of ABB Ltd., a power and automation technology company. He also serves as a member of the International Business Council of the World Economic Forum and the European Round Table of Industrialists.

“We thank Jacob for his years of service to our Board,” said Kent. “We have benefited from his counsel, international background and global perspective, and we are also deeply grateful for the time and commitment he has given our Company.”

The Coca-Cola Company

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