

**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)

**The Coca-Cola Refreshments 401(k) Plan for Ontario
The Philadelphia Coca-Cola Bottling Company 401(k) Union Plan
The Coca-Cola Company 401(k) Plan for Portland**
(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

Classified - Unclassified

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 February 27, 2012 (File No. 333-179708) (the "Registration Statement") is being filed for the purpose of deregistering the remaining shares of the Company's Common Stock and the associated plan

interests that were originally registered for issuance under The Coca-Cola Refreshments 401(k) Plan for Ontario, The Philadelphia Coca-Cola Bottling Company 401(k) Union Plan and The Coca-Cola Company 401(k) Plan for Portland (collectively, the "Merged Plans").

Effective December 31, 2013, the Merged Plans were merged (the "Mergers") into the Coca-Cola Refreshments Bargaining Employees' 401(k) Plan (the "CCR Bargaining Plan"). Accordingly, the Company hereby deregisters 105,983 shares of the Company's Common Stock (the "Carried-Over Shares"), which represents the shares that remained unissued and available under the Merged Plans and the Registration Statement immediately prior to the Mergers, along with the associated plan interests, as detailed in the following table.

Plan Name	Carried Over Shares
Coca-Cola Refreshments 401(k) Plan for Ontario	81,355
The Philadelphia Coca-Cola Bottling Company 401(k) Union Plan	4,915
The Coca-Cola Company 401(k) Plan for Portland	19,713
Total	105,983

The Company is concurrently filing a Registration Statement on Form S-8 to register the Carried-Over Shares for issuance pursuant to the CCR Bargaining Plan.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 28th day of February 28, 2014.

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. 2 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 28, 2014
<u>/s/ Gary P. Fayard</u> Gary P. Fayard	Executive Vice President and Chief Financial Officer (Principal financial officer)	February 28, 2014
<u>/s/ Kathy N. Waller</u> Kathy N. Waller	Vice President, Finance and Controller (Principal accounting officer)	February 28, 2014
* <u>Herbert A. Allen</u>	Director	February 28, 2014
* <u>Ronald W. Allen</u>	Director	February 28, 2014
* <u>Ana Botín</u>	Director	February 28, 2014
* <u>Howard G. Buffett</u>	Director	February 28, 2014
* <u>Richard M. Daley</u>	Director	February 28, 2014
* <u>Barry Diller</u>	Director	February 28, 2014
* <u>Helene D. Gayle</u>	Director	February 28, 2014

Signature	Title	Date
* _____	Director	February 28, 2014

_____ Evan G. Greenberg		
* _____ Alexis M. Herman	Director	February 28, 2014
* _____ Robert A. Kotick	Director	February 28, 2014
* _____ Maria Elena Lagomasino	Director	February 28, 2014
* _____ Donald F. McHenry	Director	February 28, 2014
* _____ Sam Nunn	Director	February 28, 2014
* _____ James D. Robinson III	Director	February 28, 2014
* _____ Peter V. Ueberroth	Director	February 28, 2014
* _____ Jacob Wallenberg	Director	February 28, 2014

*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. 2 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, on this 28th day of February, 2014.

**The Coca-Cola Refreshments 401(k) Plan for Ontario
 The Philadelphia Coca-Cola Bottling Company 401(k) Union Plan
 The Coca-Cola Company 401(k) Plan for Portland**

By: /s/ Melody Hanna
 Name: Melody Hanna
 Title: Chairperson, 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 the Coca-Cola Refreshments Bargaining Employees' 401(k) Plan; (ii) 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 the Caribbean Refrescos, Inc. Thrift Plan; (iii) Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (Registration No. 333-172541), (iv) Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (Registration No. 333-333-179708); (v) 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 (vi) 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 20th day of February, 2014.

/s/ Herbert A. Allen

 Herbert A. Allen
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Ronald W. Allen

 Ronald W. Allen
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Ana Botín

 Ana Botín
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Howard G. Buffett

 Howard G. Buffett
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Richard M. Daley

 Richard M. Daley
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Barry Diller

 Barry Diller
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Helene D. Gayle

 Helene D. Gayle
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Evan G. Greenberg

 Evan G. Greenberg
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Alexis M. Herman

 Alexis M. Herman
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Robert A. Kotick

Robert A. Kotick
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Maria Elena Lagomasino

Maria Elena Lagomasino
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Donald F. McHenry

Donald F. McHenry
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Sam Nunn

Sam Nunn
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ James D. Robinson III

James D. Robinson III
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Peter V. Ueberroth

Peter V. Ueberroth
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of February, 2014.

/s/ Jacob Wallenberg

Jacob Wallenberg
Director
