

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

POST EFFECTIVE AMENDMENT NO. 2
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 Savings and Investment Plan for Certain Bargaining Employees
Coca-Cola Refreshments Savings Plan for Organized Employees of Southern New England
Coca-Cola Bottling Company of St. Louis Bargaining Employees Savings and Investment Plan
Central States Coca-Cola Bottling Company Bargaining Savings Plan
Great Lakes Canning 401(k) Plan for Union Employees
Lansing Matched Employees' Savings and Investment Plan
Coca-Cola Refreshments USA, Inc. Supplemental 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

Classified - Unclassified

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 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 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 Savings and Investment Plan for Certain Bargaining Employees, Coca-Cola Refreshments Savings Plan for Organized Employees of Southern New England, Coca-Cola Bottling Company of St. Louis Bargaining Employees Savings and Investment Plan, Central States Coca-Cola Bottling Company Bargaining Savings Plan, Great Lakes Canning 401(k) Plan for Union Employees and Lansing Matched Employees' Savings and Investment Plan (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 363,208 shares of the Company's Common Stock (the "Carried-Over Shares"), which represents the shares that remained unissued and available under the Merged Plans 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 Savings and Investment Plan for Certain Bargaining Employees	136,439
Coca-Cola Refreshments Savings Plan for Organized Employees of Southern New England	86,897
Coca-Cola Bottling Company of St. Louis Bargaining Employees Savings and Investment Plan	48,379
Central States Coca-Cola Bottling Company Bargaining Savings Plan,	13,384
Great Lakes Canning 401(k) Plan for Union Employees	45,552
Lansing Matched Employees' Savings and Investment Plan	32,557
Total	363,208

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.

In addition, this Post-Effective Amendment No. 2 to the Registration Statement is also deregistering the plan interests that were originally registered for issuance under the Coca-Cola Refreshments USA, Inc. Supplemental Matched Employee Savings and Investment 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
* Herbert A. Allen	Director	February 28, 2014
* Ronald W. Allen	Director	February 28, 2014
* Ana Botin	Director	February 28, 2014
* Howard G. Buffett	Director	February 28, 2014
* Richard M. Daley	Director	February 28, 2014
* Barry Diller	Director	February 28, 2014

* _____ Director February 28, 2014
Helene D. Gayle

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Evan G. Greenberg	Director	February 28, 2014
* _____ 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.

**COCA-COLA REFRESHMENTS SAVINGS AND INVESTMENT PLAN FOR CERTAIN BARGAINING EMPLOYEES
COCA-COLA REFRESHMENTS SAVINGS PLAN FOR ORGANIZED EMPLOYEES OF SOUTHERN NEW ENGLAND
COCA-COLA BOTTLING COMPANY OF ST. LOUIS BARGAINING EMPLOYEES SAVINGS AND INVESTMENT PLAN
CENTRAL STATES COCA-COLA BOTTLING COMPANY BARGAINING SAVINGS PLAN
GREAT LAKES CANNING 401(K) PLAN FOR UNION EMPLOYEES
LANSING MATCHED EMPLOYEES' SAVINGS AND INVESTMENT PLAN
COCA-COLA REFRESHMENTS USA, INC. SUPPLEMENTAL MATCHED EMPLOYEE SAVINGS AND INVESTMENT PLAN**

By: /s/ Melody Hanna
Name: Melody Hanna
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 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
