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**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): **April 24, 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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 24, 2014, the Board of Directors of The Coca-Cola Company (the "Company"), elected Kathy N. Waller, age 55, Executive Vice President and Chief Financial Officer of the Company. As previously reported, Ms. Waller succeeds Gary Fayard, who will be retiring from the Company in May 2014. Ms. Waller joined the Company in 1987 as a senior accountant and has served in a number of accounting and finance roles of increasing responsibility. From 2004 to 2009, Ms. Waller was Vice President and Chief of Internal Audit. In 2009, Ms. 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.

In addition, on April 24, 2014, the Board of Directors of the Company elected Larry Mark, age 52, Vice President and Controller. Mr. Mark joined the Company in 1991 in the corporate audit department and has served in a number of accounting and finance roles of increasing responsibility. From 2007 to 2010, Mr. Mark served as chief financial officer of the Europe Group. From 2010 to 2013, Mr. Mark was chief financial officer of Coca-Cola North America. In 2013, Mr. Mark was appointed Deputy Controller.

On April 24, 2014, the Company provided letters to each of Ms. Waller and Mr. Mark (the "Letters") to confirm their new positions and primary compensation elements. Pursuant to the Letters, new base salaries were effective as of the date of appointment and the executives will continue to be eligible to participate in the Company's Performance Incentive Plan and Long-Term Incentive program and will continue to be subject to the Company's share ownership guidelines. Details regarding base salary determinations, the Performance Incentive Plan and the Long-Term Incentive program are included in the Compensation Discussion and Analysis section of the Company's definitive proxy statement for the 2014 Annual Meeting of Shareowners filed with the Securities and Exchange Commission on March 7, 2014 (the "2014 Proxy Statement").

The foregoing description of the Letters for Ms. Waller and Mr. Mark is qualified in its entirety by the applicable Letter, copies of which are attached hereto as Exhibits 10.1 and 10.2, respectively, and incorporated herein by reference. The Company's April 24, 2014 press release announcing the appointment of Ms. Waller and Mr. Mark, and certain other matters, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

- (d) Exhibits
- 10.1 Letter, dated April 24, 2014, from the Company to Kathy N. Waller
- 10.2 Letter, dated April 24, 2014, from the Company to Larry M. Mark

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: April 25, 2014

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



COCA-COLA PLAZA  
ATLANTA, GEORGIA

**MUHTAR KENT**  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER,  
THE COCA-COLA COMPANY

ADDRESS REPLY TO:  
P.O. BOX 1734  
ATLANTA, GA 30301

404 676-4082  
FAX: 404 676-7721

April 24, 2014

Kathy N. Waller  
Atlanta, Georgia

Dear Kathy,

We are delighted to confirm your new position as Executive Vice President and Chief Financial Officer, job grade 22, with an effective date of April 24, 2014. You will report to me. The information contained in this letter provides details of your new position.

- Your principal place of assignment will continue to be Atlanta, Georgia.
- Your annual base salary will be \$715,000.
- You will continue to be eligible to participate in the annual Performance Incentive Plan. The target annual incentive for a job grade 22 is 125% of annual base salary. The actual amount of an incentive award may vary and is based on individual performance and the financial performance of the Company. The plan may be modified from time to time.
- You will continue to be eligible to participate in The Coca-Cola Company's Long-Term Incentive program. Awards are made at the discretion of the Compensation Committee of the Board of Directors based upon recommendations by Senior Management. You will be eligible to receive equity awards within guidelines for the job grade assigned to your position and based upon your personal performance, Company performance, and leadership potential to add value to the Company in the future. Currently, the award is delivered 60% stock options and 40% Performance Share Units. As a discretionary program, the award timing, frequency, size and distribution between stock options and PSUs are variable.
- You are expected to continue to maintain share ownership pursuant to the Company's share ownership guidelines at a level equal to four times your base salary. Because this represents an increase from your prior target level, you will

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have an additional two years, or until December 31, 2016, to meet your requirement. You will be asked to provide information in December each year on your progress toward your ownership goal, and that information will be reviewed with the Compensation Committee of the Board of Directors the following February.

- You will continue to be eligible for the Company's Financial Planning and Counseling program which provides reimbursement of certain financial planning and counseling services, up to \$10,000 annually, subject to taxes and withholding.
- You will continue to be eligible for the Emory Executive Health benefit which includes a comprehensive physical exam and one-on-one medical and lifestyle management consultation.
- This letter is provided as information and does not constitute an employment contract.

Kathy, I feel certain that you will find challenge, satisfaction and opportunity in this new role and as we continue our journey toward the 2020 Vision.

Sincerely,

/s/ Muhtar Kent

Muhtar Kent

c: Ceree Eberly  
Executive Compensation  
GBS Executive Services

# The Coca-Cola Company

COCA-COLA PLAZA  
ATLANTA, GEORGIA

April 24, 2014

Larry Mark  
Atlanta, Georgia

Dear Larry,

We are delighted to confirm your new position as Vice President and Controller, job grade 18, with an effective date of April 24, 2014. You will report to me. The information contained in this letter provides details of your new position.

- Your principal place of assignment will continue to be Atlanta, Georgia.
- Your annual base salary will be \$390,000.
- You will continue to be eligible to participate in the annual Performance Incentive Plan. The target annual incentive for a job grade 18 is 65% of annual base salary. The actual amount of an incentive award may vary and is based on individual performance and the financial performance of the Company. The plan may be modified from time to time.
- You will continue to be eligible to participate in The Coca-Cola Company's Long-Term Incentive program. Awards are made at the discretion of the Compensation Committee of the Board of Directors based upon recommendations by Senior Management. You will be eligible to receive equity awards within guidelines for the job grade assigned to your position and based upon your personal performance, Company performance, and leadership potential to add value to the Company in the future. Currently, the award is delivered 60% stock options and 40% Performance Share Units. As a discretionary program, the award timing, frequency, size and distribution between stock options and PSUs are variable.
- You will be expected to acquire and maintain share ownership at a level equal to two times your base salary. As part of the Company's ownership expectations, you will have five years, or until December 31, 2019 to achieve this level of ownership. You will be asked to provide information in December each year on your progress

toward your ownership goal, and that information will be reviewed with the Compensation Committee of the Board of Directors the following February.

- You will be eligible for the Company's Financial Planning and Counseling program which provides reimbursement of certain financial planning and counseling services, up to \$7,500 annually, subject to taxes and withholding.
- You will be eligible for the Emory Executive Health benefit which includes a comprehensive physical exam and one-on-one medical and lifestyle management consultation.
- This letter is provided as information and does not constitute an employment contract.

Larry, I feel certain that you will continue to find challenge, satisfaction and opportunity in this new role and as we continue our journey toward the 2020 Vision.

Sincerely,

/s/ Kathy N. Waller

Kathy N. Waller

c: Cerec Eberly  
Shane Smith  
Executive Compensation  
GBS Executive Services

**Contacts:**

The Coca-Cola Company  
Global Public Affairs &  
Communications Department

**Investors**

**Jackson Kelly**  
T +01 404.676.7563

P.O. Box 1734  
Atlanta, GA 30301

**Media**

**Amanda Rosseter**  
T +01 404.676.2683

## News Release

**THE BOARD OF DIRECTORS OF THE COCA-COLA COMPANY ELECTS KATHY N. WALLER AS CHIEF FINANCIAL OFFICER, EXECUTIVE VICE PRESIDENT**

*Elects Larry M. Mark, Mark Randazza, Dr. Wamwari Waichungo,  
Ronald J. Lewis and Jos Wellekens as Officers*

*Approves Quarterly Dividend*



KATHY N. WALLER

**ATLANTA, April 24, 2014** — The Board of Directors of The Coca-Cola Company today elected Kathy N. Waller as Executive Vice President and Chief Financial Officer, effective immediately. As announced in February, Waller, 55, is replacing Gary Fayard who is retiring after 20 years with the Company.

Waller, a highly respected global leader of the Finance Division, most recently served as Vice President, Finance and Controller. She joined the Company in 1987 as a Senior Accountant in the Accounting Research Department and assumed roles of increasing responsibility including Principal Accountant for the Northeast Europe/Africa Group, Marketing Controller for the McDonald's Group, Vice President, Chief of Internal Audit and Vice President, Controller.

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

Prior to joining The Coca-Cola Company, Waller worked for the firm now known as Deloitte. She received her bachelor's and MBA degrees from the University of Rochester in New York and is a Certified Public Accountant.

The Board today also elected Larry M. Mark, Mark Randazza, Dr. Wamwari Waichungo, Ronald J. Lewis and Jos Wellekens as Vice Presidents of the Company, effective immediately.



Larry M. Mark

Larry M. Mark, 52, was named Vice President, Controller, replacing Kathy Waller in the role. In this position, Mark is responsible for the Controller's Group, overseeing global accounting, tax reporting and analytics.

Mark joined the Company in 1991 in the Corporate Audit Department and has since served in roles of increasing responsibility including Director of Investor

Relations, Vice President of Finance, North America Foodservice Division; CFO, Europe Group; CFO, Coca-Cola North America Group and most recently as Deputy Controller for the Company.

Prior to joining Coca-Cola, Mark worked as an Audit Senior Manager at Price Waterhouse. He received his bachelor's degree in Accounting from Southwest Texas State University and his MBA degree from Emory University.



Mark Randazza, 48, was named Vice President, Assistant Controller. Randazza also serves as the Chief Accounting Officer of the Company and is responsible for regulatory compliance of global accounting standards and internal and external reporting.

Randazza began his career with The Coca-Cola Company in 1992 as a Senior Accountant and has since held roles of increasing responsibility. Throughout his career, he has served as Supervisor of Treasury Accounting, Finance Manager, Director of Accounting Research & Financial Reporting and Assistant Controller.

He received his bachelor's degree in Accounting from Florida State University, his MBA degree from the University of Central Florida and is a Certified Public Accountant.



Dr. Wamwari Waichungo, 45, serves as Vice President, Scientific and Regulatory Affairs (SRA). In this role, she leads Company efforts to develop and implement a globally aligned scientific strategy that promotes the safety and benefits of Coca-Cola products, packages and ingredients; oversees regulatory compliance; and supports scientific advocacy.

Dr. Waichungo joined the Company in 2000 and has held various positions including Director, Strategy and Business Planning Director for the North and West Africa Business Unit, and Director, Strategy, Planning and Insights for the South Africa Business Unit.

Prior to joining The Coca-Cola Company, Dr. Waichungo held product and consumer research roles at Campbell Soup Company and ConAgra Foods. She holds a Bachelor of Science degree in Nutrition from Montclair State University and a Master of Science and Ph.D. in Food Science from the University of Missouri-Columbia and attended the Program for Leadership Development at Harvard Business School.



Ronald J. Lewis, 47, currently holds the position of Vice President, Procurement and Chief Procurement Officer of The Coca-Cola Company and is responsible for managing external spending across the Coca-Cola system.

Prior to his current role, Lewis held the position of Senior Vice President for Coca-Cola Refreshments, Vice President, Supply Chain for Coca-Cola Enterprises, Vice President and Chief Procurement Officer for Coca-Cola Enterprises, and President and CEO of Coca-Cola Bottlers' Sales and Services Company LLC. Before starting his career with the Coca-Cola system, he was employed by Mars Inc. and Cargill Inc. in various supply chain, procurement, trading and risk management roles.



Lewis received a Bachelor of Science in Chemical Engineering from Montana State University and a Master of Business Administration from the Kellogg Graduate School of Management at Northwestern University.

Jos Wellekens, 51, serves as Vice President, Chief Quality, Safety and Sustainable Operations Officer. In his role, Wellekens

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develops policy and governance for the Quality, Safety and Environment spaces. Prior to his current role, he served as Director of Quality Assurance, Scientific and Regulatory Affairs and Technical Services for the Europe Group.

Wellekens joined The Coca-Cola Company in 1992, and has held roles of increasing responsibility in Quality, SRA, supply chain operations and technical leadership across the system. In 2007, he was named Director of Quality Assurance and Technical Operations for the European Union Group, and later added Scientific and Regulatory Affairs to his role.

Wellekens holds a Master of Science degree in Electromechanical Engineering from the University of Ghent in Belgium and a postgraduate degree in Quality Management from the Centre for Quality in Kortrijk, Belgium.

The Board today also declared a regular quarterly dividend of 30.5 cents per common share. The dividend is payable July 1, 2014, to shareowners of record as of June 16, 2014.

The Board earlier this year approved the Company's 52nd consecutive annual dividend increase, raising the quarterly dividend 9 percent from 28 cents to 30.5 cents per share. This is equivalent to an annual dividend of \$1.22 per share, up from \$1.12 per share in 2013. The increase reflects the Board's confidence in the Company's long-term cash flow.

#### **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,

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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](http://www.coca-colacompany.com), follow us on Twitter at [twitter.com/CocaColaCo](https://twitter.com/CocaColaCo), visit our blog, Coca-Cola Unbottled, at [www.coca-colablog.com](http://www.coca-colablog.com) or find us on LinkedIn at [www.linkedin.com/company/the-coca-cola-company](http://www.linkedin.com/company/the-coca-cola-company).

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