

**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)

**Coca-Cola Enterprises Inc. 1997 Stock Option Plan  
Coca-Cola Enterprises Inc. 1999 Stock Option Plan  
Coca-Cola Enterprises Inc. 2001 Restricted Stock Award Plan  
Coca-Cola Enterprises Inc. 2001 Stock Option Plan  
Coca-Cola Enterprises Inc. 2004 Stock Award Plan  
Coca-Cola Enterprises Inc. 2007 Incentive Award 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

**DEREGISTRATION OF SECURITIES**

333-169722) (the "Registration Statement") is being filed for the purpose of deregistering the 18,000,000 unissued shares of the Company's Common Stock, on a split-adjusted basis, that were originally registered for issuance under the Coca-Cola Enterprises Inc. 1997 Stock Option Plan, Coca-Cola Enterprises Inc. 1999 Stock Option Plan, Coca-Cola Enterprises Inc. 2001 Restricted Stock Award Plan, Coca-Cola Enterprises Inc. 2001 Stock Option Plan, Coca-Cola Enterprises Inc. 2004 Stock Award Plan and Coca-Cola Enterprises Inc. 2007 Incentive Award Plan (collectively, the "Plans").

The Company hereby deregisters 18,000,000 shares of the Company's Common Stock (the "Carried-Over Shares"), which represents the shares that remained unissued and available under the Plans. The Company is concurrently filing a Registration Statement on Form S-8 to register the Carried-Over Shares for issuance pursuant to The Coca-Cola Company 2014 Equity 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 29<sup>th</sup> day of April, 2014.

**THE COCA-COLA COMPANY**

By: /s/ Kathy N. Waller  
 Name: Kathy N. Waller  
 Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 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)	April 29, 2014
<u>/s/ Kathy N. Waller</u> Kathy N. Waller	Executive Vice President and Chief Financial Officer (Principal financial officer)	April 29, 2014
<u>/s/ Larry M. Mark</u> Larry M. Mark	Vice President, Controller (Principal accounting officer)	April 29, 2014
* <u>Herbert A. Allen</u>	Director	April 29, 2014
* <u>Ronald W. Allen</u>	Director	April 29, 2014
* <u>Ana Botín</u>	Director	April 29, 2014
* <u>Howard G. Buffett</u>	Director	April 29, 2014
* <u>Richard M. Daley</u>	Director	April 29, 2014
* <u>Barry Diller</u>	Director	April 29, 2014
* <u>Helene D. Gayle</u>	Director	April 29, 2014

Signature	Title	Date
* <u>Evan G. Greenberg</u>	Director	April 29, 2014
* <u></u>	Director	April 29, 2014

_____ Alexis M. Herman		
* _____ Robert A. Kotick	Director	April 29, 2014
* _____ Maria Elena Lagomasino	Director	April 29, 2014
* _____ Sam Nunn	Director	April 29, 2014
* _____ James D. Robinson III	Director	April 29, 2014
* _____ Peter V. Ueberroth	Director	April 29, 2014
*By: <u>      /s/ Gloria K. Bowden      </u> Gloria K. Bowden Attorney-in-Fact		

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
24.1	Powers of Attorney

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## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT each person whose signature appears below, does hereby appoint KATHY N. WALLER, 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 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 (i) The Coca-Cola Company 2014 Equity Plan; (ii) a Post-Effective Amendment to the Registration Statement on Form S-8 (Registration No. 333-169722); (iii) 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 (iv) 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 24<sup>th</sup> day of April, 2014.

/s/ Herbert A. Allen  
 \_\_\_\_\_  
 Herbert A. Allen  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Ronald W. Allen  
 \_\_\_\_\_  
 Ronald W. Allen  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Ana Botín  
 \_\_\_\_\_  
 Ana Botín  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Howard G. Buffett  
 \_\_\_\_\_  
 Howard G. Buffett  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 23<sup>rd</sup> day of April, 2014.

/s/ Richard M. Daley  
 \_\_\_\_\_  
 Richard M. Daley  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Barry Diller  
 \_\_\_\_\_  
 Barry Diller  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Helene D. Gayle  
 \_\_\_\_\_  
 Helene D. Gayle  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Evan G. Greenberg  
 \_\_\_\_\_  
 Evan G. Greenberg  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Alexis M. Herman  
 \_\_\_\_\_  
 Alexis M. Herman  
 Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Robert A. Kotick

Robert A. Kotick  
Director

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Maria Elena Lagomasino

Maria Elena Lagomasino  
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Sam Nunn

Sam Nunn  
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ James D. Robinson III

James D. Robinson III  
Director

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24<sup>th</sup> day of April, 2014.

/s/ Peter V. Ueberroth

Peter V. Ueberroth  
Director

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