

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 26, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As previously announced on December 9, 2016, James Quincey, currently President and Chief Operating Officer, will become President and Chief Executive Officer of The Coca-Cola Company (the "Company") effective May 1, 2017. In addition, Muhtar Kent, the Company's current Chairman of the Board of Directors and Chief Executive Officer, will continue as Chairman of the Board of Directors following Mr. Quincey's succession to the position of Chief Executive Officer. On April 27, 2017, the Company provided Messrs. Quincey and Kent with letters to confirm their new positions and set forth the primary compensation elements that will be effective commencing May 1, 2017.

Pursuant to Mr. Quincey's letter, his base salary will be \$1,300,000 effective as of May 1, 2017. Mr. Quincey will continue to be eligible to participate in the Company's Performance Incentive Plan and Long-Term Incentive programs, he will continue to be subject to the Company's share ownership guidelines, he will cease to participate in the international service program effective as of May 1, 2017, and he will receive certain additional benefits described therein.

Pursuant to Mr. Kent's letter, his base salary will be \$1,000,000 effective as of May 1, 2017. For a transition period, not to exceed one year, Mr. Kent's annual incentive target will remain the same. Any future long-term incentive awards will be solely at the discretion of the Compensation Committee of the Board of Directors. Mr. Kent will remain eligible for benefits and programs on the same terms as are in place today during the transition period, and he will continue to be subject to the Company's share ownership guidelines. The Compensation Committee and the Board of Directors at a later date will re-evaluate pay and any eligible benefit and program arrangements to be effective after the transition period.

In addition, Mark Randazza, currently Vice President, Assistant Controller and Chief Accounting Officer, was appointed Principal Accounting Officer of the Company, effective May 1, 2017, and will lead Financial Services, focusing on all aspects of internal and external accounting and reporting for the Company. Mr. Randazza, age 51, has been Assistant Controller and Chief Accounting Officer of The Coca-Cola Company since 2014. Mr. Randazza began his career with the Company in 1992 as a Senior Accountant and went on to serve in roles of increasing responsibility, including as Supervisor of Treasury Accounting, Finance Manager and Director of Accounting Research and Financial Reporting, leading to his appointment as Assistant Controller and Chief Accounting Officer. On April 27, 2017, the Company provided Mr. Randazza with a letter to confirm his new position and set forth the primary compensation elements that will be effective commencing May 1, 2017. Pursuant to the letter, Mr. Randazza's initial base salary for the new position will be effective as of May 1, 2017, and he will continue to be eligible to participate in the Company's Performance Incentive Plan and Long-Term Incentive programs.

Details regarding base salary determinations, the Performance Incentive Plan and the Long-Term Incentive programs are included in the Compensation Discussion and Analysis section of the Company's definitive proxy statement for the 2017 Annual Meeting of Shareowners filed with the Securities and Exchange Commission on March 9, 2017. The foregoing description is qualified in its entirety by the letters for Messrs. Quincey, Kent and Randazza, copies of which are attached hereto as Exhibits 10.1, 10.2 and 10.3 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareowners of the Company was held on Wednesday, April 26, 2017, in Atlanta, Georgia. The results of the matters submitted to a vote of the shareowners at the meeting are set forth below. Pursuant to Delaware law and the Company's By-Laws, abstentions and broker non-votes are not considered votes cast and do not affect the outcome of the votes. Therefore, only votes for and against each matter are included in the percentages below.

(a) Item 1. Election of Directors. Shareowners elected each of the persons named below as Directors for a term expiring in 2018 as follows:

	FOR	% FOR	AGAINST	% AGAINST	ABSTENTIONS	BROKER NON-VOTES
Herbert A. Allen	3,132,638,192	98.62	43,748,881	1.38	6,400,400	586,825,202
Ronald W. Allen	3,100,686,004	97.61	75,816,086	2.39	6,285,427	586,825,202
Marc Bolland	3,159,547,183	99.48	16,661,798	0.52	6,578,382	586,825,202
Ana Botín	3,117,208,289	98.13	59,346,748	1.87	6,232,108	586,825,202
Richard M. Daley	3,139,302,724	98.85	36,616,945	1.15	6,867,476	586,825,202
Barry Diller	3,036,254,321	95.58	140,453,657	4.42	6,079,785	586,825,202
Helene D. Gayle	3,120,350,219	98.23	56,167,462	1.77	6,270,082	586,825,202
Alexis M. Herman	3,093,065,095	97.36	83,737,025	2.64	5,985,643	586,825,202
Muhtar Kent	3,108,296,014	98.13	59,112,758	1.87	15,239,522	586,825,202
Robert A. Kotick	3,158,964,724	99.48	16,437,424	0.52	7,385,615	586,825,202
Maria Elena Lagomasino	3,102,965,754	97.68	73,722,492	2.32	6,099,517	586,825,202
Sam Nunn	3,085,371,688	97.11	91,683,677	2.89	5,732,398	586,825,202
James Quincey	3,160,829,815	99.50	15,988,397	0.50	5,969,230	586,825,202
David B. Weinberg	3,159,095,945	99.47	16,928,997	0.53	6,760,204	586,825,202

Item 2. Advisory Vote to Approve Executive Compensation. Votes regarding this advisory proposal were as follows:

Votes Cast For:	2,381,353,106	75.29%
Votes Cast Against:	781,735,312	24.71%
Abstentions:	19,660,514	
Broker Non-Votes:	586,825,202	

Item 3. Advisory Vote on the Frequency of Future Advisory Votes to Approve Executive Compensation . Votes regarding this advisory proposal were as follows:

Votes Cast For One Year:	2,904,650,119	91.64%
Votes Cast For Two Years:	9,583,084	0.30%
Votes Cast For Three Years:	255,581,998	8.06%
Abstentions:	12,949,353	
Broker Non-Votes:	586,825,202	

After considering these results, and consistent with its own recommendation, the Board of Directors has determined to continue to provide the Company's shareowners with an annual advisory vote to approve executive compensation until the next vote on the frequency of such advisory votes.

Item 4. Ratification of the Appointment of Ernst & Young LLP as Independent Auditors . Votes regarding this proposal were as follows:

Votes Cast For:	3,696,669,348	98.38%
Votes Cast Against:	60,807,663	1.62%
Abstentions:	12,084,971	
Broker Non-Votes:	N/A	

Item 5. Shareowner Proposal Regarding a Human Rights Review . Votes regarding this proposal were as follows:

Votes Cast For:	54,141,715	1.76%
Votes Cast Against:	3,030,368,667	98.24%
Abstentions:	98,277,381	
Broker Non-Votes:	586,825,202	

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits
- 10.1 Letter, dated April 27, 2017, from the Company to James Quincey
- 10.2 Letter, dated April 27, 2017, from the Company to Muhtar Kent
- 10.3 Letter, dated April 27, 2017, from the Company to Mark Randazza

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 28, 2017

By: /s/ Bernhard Goepelt

Bernhard Goepelt
Senior Vice President, General Counsel and
Chief Legal Counsel

[The Coca-Cola Company Letterhead]

Sam Nunn and Maria Elena Lagomasino

April 27, 2017

Mr. Muhtar Kent
The Coca-Cola Company

Dear Muhtar,

On behalf of the entire Board of Directors, we wish to thank you for your outstanding service as our Company's Chief Executive Officer. You have been a true visionary who set the stage for the tremendous opportunity that lies ahead. We are fortunate that the Board and management will continue to benefit from your deep knowledge of the business and your strong relationships with bottling partners worldwide.

Effective May 1, 2017, when you continue as Chairman of the Board, you will remain an employee of The Coca-Cola Company and continue to work full-time. Your base salary will be \$1,000,000. For a transition period, not to exceed one year, your annual incentive target will remain the same. Future long-term incentive awards, if any, will be solely at the discretion of the Compensation Committee of the Board of Directors and would reflect your duties at that time. You will remain eligible for benefits and programs on the same terms as are in place today during the transition period. You are expected to continue to meet your current share ownership guideline of eight times your base pay.

The Compensation Committee and the Board of Directors at a later date will re-evaluate pay and any eligible benefit and program arrangements to be effective after this transition period.

This transition comes at an important time for the Company as we are overseeing the Company's strategy to refocus on our core business model of building strong global brands, enhancing sustainable customer value and leading a strong, dedicated franchise system. Muhtar, we are delighted that you will remain our Chairman, thank you for all of your many contributions, and look forward to future success for our Company.

Sincerely,

/s/ Sam Nunn

Sam Nunn
Lead Independent Director

/s/ Maria Elena Lagomasino

Maria Elena Lagomasino
Chairman of the Compensation Committee

[The Coca-Cola Company Letterhead]

Maria Elena Lagomasino

April 27, 2017

Mr. James Quincey
The Coca-Cola Company

Dear James,

We are delighted to confirm your new position as President and Chief Executive Officer, Job Grade 26, with an effective date of May 1, 2017. The information contained in this letter provides details of your new position.

- Your principal place of assignment will be Atlanta, Georgia.
 - Your annual base salary for your new position will be \$1,300,000.
 - You will continue to be eligible to participate in the annual Performance Incentive Plan. The target annual incentive for a Job Grade 26 is 200% of annual base salary. Your 2017 Annual Incentive Award will be prorated for the time spent in the Chief Operating Officer and Chief Executive Officer roles. The actual amount of an incentive award may vary and is based on individual performance and the financial performance of the Company. Awards are made at the discretion of the Compensation Committee of the Board of Directors. 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. You will be eligible to receive long-term incentive 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. As a discretionary program, the award timing, frequency, size and mix of award vehicles are variable.
 - You are expected to continue to acquire and maintain share ownership pursuant to the Company's share ownership guidelines at a level equal to eight times your base salary. As part of the Company's ownership expectations, you have 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 cease to participate in the international service program effective as of May 1, 2017, and all allowances will end as of that date. Tax preparation services provided through the Company's standard vendor will be provided for 2017 and an additional period of two years, with additional years provided only if such services would be provided under the standard international service program. In addition, expenses for your shipment of goods must be finalized by the end of 2018.
-

- You will be able to utilize the Company owned aircraft for business and reasonable personal use. Any personal use of the aircraft by you or your immediate family members will result in imputed taxable income. There will be no tax gross-ups for you or your immediate family regarding personal aircraft use.
- You will continue to be eligible for the Company's Financial Planning program which provides reimbursement of certain financial planning services, up to \$13,000 at Job Grade 26 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.

James, we are delighted for you to serve as our Company's President and Chief Executive Officer and believe your combination of skills, ability and experience are ideal to lead the Company during this important time.

Sincerely,

/s/ Maria Elena Lagomasino

Maria Elena Lagomasino
Chairman of the Compensation Committee

[The Coca-Cola Company Letterhead]

April 27, 2017

Mr. Mark Randazza
Atlanta, Georgia

Dear Mark,

We are delighted to confirm your new position as Vice President, Assistant Controller and Principal Accounting Officer, Job Grade 17, with an effective date of May 1, 2017. You will report to Robin Moore. The information contained in this letter provides details of your new position.

- Your principal place of assignment will be Atlanta, Georgia.
 - Your annual base salary will remain unchanged at \$402,600.
 - You will continue to be eligible to participate in the annual Performance Incentive Plan. The target annual incentive for a Job Grade 17 is 45% 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. Awards are made at the discretion of the Compensation Committee of the Board of Directors based upon recommendations by Senior Management. 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 long-term incentive 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. As a discretionary program, the award timing, frequency, size and mix of award vehicles are variable.
 - If you have not done so already, you are required to enter into the Agreement on Confidentiality, Non-Competition, and Non-Solicitation, as well as the Agreement Covering Inventions, Discoveries, Copyrightable Material, Trade Secrets, and Confidential Information, effective immediately (enclosed).
 - This letter is provided as information and does not constitute an employment contract.
-

Mr. Mark Randazza
April 27, 2017
Page 2 of 2

Mark, I feel certain that you will continue to find challenge, satisfaction and opportunity in this role and as we continue our journey during this important time.

Sincerely,

/s/ Kathy N. Waller
Kathy N. Waller

c: Executive Compensation
GBS Executive Services

I, **Mark Randazza**, accept this offer:

Signature: /s/ Mark Randazza

Date: April 27, 2017
