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

# FORM 11-K

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _______ to _______

Commission File No. **001-02217**

**THE COCA-COLA COMPANY 401(k) PLAN**
(Full title of the plan)

# THE COCA-COLA COMPANY

(Name of issuer of the securities held pursuant to the plan)

**One Coca-Cola Plaza**
**Atlanta, Georgia 30313**
(Address of the plan and address of issuer's principal executive offices)

# THE COCA-COLA COMPANY 401(k) PLAN

**Financial Statements and Supplemental Schedule**
**As of December 31, 2016 and 2015**
**and for the Year Ended December 31, 2016**
**with Report of Independent Registered Public Accounting Firm**

**THE COCA-COLA COMPANY 401(k) PLAN**

**Financial Statements and Supplemental Schedule**
**As of December 31, 2016 and 2015**
**and for the Year Ended December 31, 2016**

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To The Coca-Cola Company
Benefits Committee
The Coca-Cola Company
Atlanta, Georgia

Report of Independent Registered Public Accounting Firm

We have audited the accompanying statements of net assets available for benefits of The Coca-Cola Company 401(k) Plan (the “Plan”) as of December 31, 2016 and 2015 and the related statement of changes in net assets available for benefits for the year ended December 31, 2016. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the year ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

The supplemental schedule of assets held has been subjected to audit procedures performed in conjunction with the audit of the Plan’s financial statements. The supplemental information is the responsibility of the Plan’s management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ BANKS, FINLEY, WHITE & CO.

College Park, Georgia
June 29, 2017

## THE COCA-COLA COMPANY 401(k) PLAN

Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

| | 2016 | 2015 |
|---|---|---|
| ASSETS | | |
| Investments in Master Trust, at fair value (Note 3) | $ 3,898,297,327 | $ 4,031,132,758 |
| Investments in Master Trust, at contract value (Note 3) | 345,866,943 | 352,093,055 |
| Notes receivable from Participants | 132,798,437 | 156,284,560 |
| Net assets available for benefits | $ 4,376,962,707 | $ 4,539,510,373 |

Refer to Notes to Financial Statements.

**THE COCA-COLA COMPANY 401(k) PLAN**

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

| | |
|---|---|
| **Additions to net assets attributed to:** | |
| Investment income from the Master Trust | $ 230,421,342 |
| Interest income from notes receivable from Participants | 5,006,629 |
| Participant contributions | 195,004,233 |
| Participant rollover contributions | 10,841,310 |
| Employer contributions | 85,121,246 |
| Total additions | 526,394,760 |
| **Deductions from net assets attributed to:** | |
| Distributions to Participants | (685,549,702) |
| Administrative expenses | (3,198,139) |
| Total deductions | (688,747,841) |
| Net decrease in net assets before transfers | (162,353,081) |
| Transfers to other plans | (212,082) |
| Transfers from other plans | 17,497 |
| Net decrease in net assets available for benefits | (162,547,666) |
| **Net assets available for benefits:** | |
| Beginning of year | 4,539,510,373 |
| End of year | $ 4,376,962,707 |

Refer to Notes to Financial Statements.

**Note 1 – Description of Plan**

The following description of The Coca-Cola Company 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

*General*

The Plan was originally adopted effective July 1, 1960 and was amended and restated effective January 1, 2012. The Plan is a defined contribution pension plan covering employees of The Coca-Cola Company and its participating subsidiaries (the "Company"), with the exception of employees represented by bargaining units which have not negotiated coverage and others listed in the Plan document. Eligible employees may begin participating in the Plan upon hire with the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

*Administration*

The Plan is administered by The Coca-Cola Company Benefits Committee (the "Committee") which, as Plan Administrator, has substantial control of and discretion over the administration of the Plan. Mercer Trust Company (the "Trustee") provides trust services and Transamerica Retirement Plan Services provides recordkeeping services for the Plan.

*Contributions*

The election to contribute to the Plan by employees ("Participants") is voluntary. Participant contributions are in the form of payroll deductions with the Company making a matching contribution during 2016 equal to 100% of the first 1% of compensation and 50% of the next 5% of compensation, subject to certain limitations imposed by the Internal Revenue Code (the "Code"). All Company contributions are initially invested in common stock of The Coca-Cola Company. Participants may redirect all or any of these Company contributions into other investment options in the Plan.

Participants may make contributions to the Plan with pre-tax dollars. Pre-tax contributions are not subject to current federal income taxes but are subject to Federal Insurance Contributions Act ("FICA") taxes. Pre-tax contributions are limited in total to 50% of compensation, subject to certain limitations. For 2016, the maximum pre-tax annual contribution amount under the Code was $18,000. The Plan has an automatic contribution election of 3% of eligible compensation unless the Participant elects otherwise. Participants were able to make after-tax contributions to the Plan prior to January 1, 2012. No additional after-tax contributions were permitted after this date.

Participants who are age 50 or older by the end of the year may make additional catch-up contributions with pre-tax dollars provided certain Plan or Internal Revenue Service limits have been met. For 2016, the maximum catch-up contribution amount was $6,000.

All contributions are paid to the Trustee and are invested as directed by Participants and the Company. Participants may direct their contributions into investment options offered by the Plan. These investment options include Master Trust investment funds, a stable value fund, common stock of The Coca-Cola Company, collective trust funds and mutual funds with various investment objectives and strategies. Participants are eligible to roll over account balances from a previous employer's tax-qualified retirement plan or Individual Retirement Accounts into the Plan.

**Note 1 – Description of Plan (Continued)**

*Vesting*

Participants are immediately vested in their salary deferral contributions and related earnings, while Company contributions and related earnings are vested after two years of service.

*Forfeited Accounts*

Forfeited amounts are generally used to reduce employer contributions or pay administrative expenses of the Plan. The forfeited account balances were approximately $1,425,000 and $1,021,000 as of December 31, 2016 and 2015, respectively. The Plan used approximately $2,539,000 of cumulative forfeitures to reduce employer contributions and approximately $408,000 to pay administrative expenses during 2016.

*Valuation of Participant Accounts*

Participant account balances are valued based upon the number of shares of each investment credited to Participant accounts. Shares are revalued on a daily basis to reflect earnings and other transactions. Shares of common stock of The Coca-Cola Company are revalued on a daily basis to reflect changes in fair value. Participant accounts are updated on a daily basis to reflect transactions affecting account balances.

*Notes Receivable from Participants*

Participants may borrow from their account balances subject to certain limitations. Participant loans may be funded from a combination of all vested account balances. The following applies to Participant loans:

(a) The maximum amount that a Participant may borrow is the lesser of 50% of their account balance or $50,000. The $50,000 maximum is reduced by the Participant's highest outstanding loan balance on any loans during the preceding 12 months. No more than two loans are allowed from the Plan at a time.

(b) The minimum loan amount is $1,000.

(c) The loan interest rate is the prime rate as published in *The Wall Street Journal* on the $1^{st}$ business day of the month the loan is requested.

(d) The loan repayment period is limited to five years for a general purpose loan and 15 years for a loan used to purchase or build a principal residence.

*Employee Stock Ownership Plan*

The portion of the Plan invested in common stock of The Coca-Cola Company is designated as an employee stock ownership plan ("ESOP") within the meaning of Code Section 4975(e)(7). Participants invested in common stock of The Coca-Cola Company may elect to receive their entire dividend amount as a cash payment made directly to them rather than have the dividend amount reinvested in their Plan account. The total amount of dividends paid directly to Participants was $3,129,671 during 2016.

**Note 1 – Description of Plan (Continued)**

*Payment of Benefits*

Upon retirement, termination or disability, Participants may elect to receive payment from the Plan in a lump-sum distribution, installments or in partial payments (a portion paid in a lump sum, and the remainder paid later). Participants may elect in-service distributions from after-tax and rollover account balances, or after attaining age 59½ from all vested account balances. Participants may elect to receive payment of the portion of their accounts invested in common stock of The Coca-Cola Company in shares rather than cash (“in-kind distributions”). Participants may also request an in-service distribution for the purpose of a financial hardship from certain vested account balances.

*North America Refranchising Transactions*

In conjunction with implementing a new beverage partnership model in North America, the Company refranchised territories that were previously managed by Coca-Cola Refreshments, Inc. to certain of the Company’s unconsolidated bottling partners. The Company expects to complete its refranchising in the United States by the end of 2017. The refranchising will significantly decrease the number of active participants in the Plan.

In connection with the Company’s refranchising of certain distribution and manufacturing facilities to independent bottlers, amendments were made to the Plan to fully vest impacted employees who were terminated from the Company as a result of the divestiture of their facility (“Transitioning Employees”). In addition, the Plan’s loan procedures were revised to allow Transitioning Employees who elect to rollover their entire Plan account balances to an applicable bottler’s defined contribution plan to also elect to rollover their outstanding loan balances. Approximately $21.4 million of Participant loans were rolled out of the Plan and included in distributions to Participants for the year ended December 31, 2016.

*Plan Termination*

The Company, by action of the Committee, reserves the right to, at any time and for any reason, terminate the Plan or completely discontinue contributions to the Plan. The Plan shall be terminated or contributions shall be discontinued by a written instrument approved by the Committee by resolution.

In the event of the Plan’s termination, if no successor plan is established or maintained, lump-sum distributions shall be made in accordance with the terms of the Plan as in effect at the time of the Plan’s termination or as thereafter amended. To the extent any assets of the Trust represent amounts allocated to a Code Section 415 suspense account, such amounts may revert to the Company. The Plan Administrator’s authority shall continue beyond the Plan’s termination date until all Trust assets have been liquidated and distributed.

**Note 2 – Summary of Significant Accounting Policies**

*Basis of Accounting*

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

**Note 2 – Summary of Significant Accounting Policies (Continued)**

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires Plan management to make estimates that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

*Valuation of Investments*

The Plan's investments are stated at fair value in accordance with Accounting Standards Codification Topic 820 "Fair Value Measurements and Disclosures" ("ASC 820"). See Note 3 for fair value measurements.

*Notes Receivable from Participants*

Participant loans, which are classified as receivables, are stated at the unpaid principal balance plus any accrued but unpaid interest.

*Investment Transactions and Income*

Investment transactions are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest is recognized on an accrual basis. Brokerage commissions on purchases and sales of common stock are considered transaction costs and are recorded as an increase to the cost basis of shares purchased and/or reduction of proceeds on a sale of shares. The net appreciation or depreciation in fair value of investments consists of realized gains and losses and changes in unrealized gains or losses of these investments during the year. Realized gains and losses on investments are determined on the basis of average cost. Unrealized gains or losses on investments are based on changes in the market values or fair values of such investments.

*Payment of Benefits*

Distributions to Participants are recorded when payment is made. In-kind distributions are recorded based on the market value of the shares at the date of distribution.

*Administrative Expenses*

Certain administrative expenses were paid by the Plan, as permitted by the Plan document. All other administrative expenses were paid by the Company.

*Recent Accounting Pronouncements*

In February 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2017-06, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting.* The new standard clarifies presentation requirements for a plan's interest in a master trust and requires more detailed disclosures of the plan's interest in the master trust. For each master trust in which a plan holds an interest, the amendments in this standard require a plan's interest in that master trust and any change in that interest to be presented in separate financial statement line items in the statement of net assets available for benefits and in the statement of changes in net assets available for benefits, respectively. The standard is effective for fiscal years beginning after December 15, 2018 (with early adoption permitted) using a retrospective transition approach. The Company is currently evaluating the impact of this standard on the Plan's financial statements.

**Note 3 – The Coca-Cola Company Master Trust for 401(k) Plans**

The Plan participates in The Coca-Cola Company Master Trust for 401(k) Plans (the "Master Trust") with similar retirement plans sponsored by the Company and certain other subsidiaries of the Company, whereby investments are held collectively for all plans by the Trustee. Each participating plan's investment in the Master Trust is equal to the sum of its participant account balances in relation to total Master Trust investments. The Plan's investments include retirement target date funds, equity and fixed income index funds, actively managed equity and fixed income funds, synthetic guaranteed investment contracts, and common stock of The Coca-Cola Company. The investment structures include mutual funds, collective trust funds, Master Trust investment funds, and direct ownership of common stock of The Coca-Cola Company.

The Plan's investments in the Master Trust were approximately $4.2 billion and $4.4 billion at December 31, 2016 and 2015, respectively. The Plan's interest in the net assets of the Master Trust was approximately 96.7% and 96.6% at December 31, 2016 and 2015, respectively. This was determined by comparing the Plan's investment in the Master Trust to total net assets in the Master Trust.

The following table summarizes the net assets of the Master Trust as of December 31, 2016 and 2015 (in thousands):

| | 2016 | 2015 |
|---|---|---|
| Collective trust funds | $ 2,026,349 | $ 2,090,492 |
| Mutual funds | 137,894 | 156,426 |
| Master Trust investment funds | 635,228 | 632,263 |
| Common stock | 1,221,648 | 1,284,920 |
| Investments at fair value | 4,021,119 | 4,164,101 |
| Due from broker | 16 | 137 |
| Fully benefit-responsive investment contract at contract value | 367,599 | 375,378 |
| Master Trust net assets | $ 4,388,734 | $ 4,539,616 |

The net investment income of the Master Trust for the year ended December 31, 2016 was as follows (in thousands):

| | |
|---|---|
| Investment income: | |
| Net appreciation in fair value of investments | $ 196,783 |
| Interest and dividends | 43,962 |
| Net investment income | $ 240,745 |

**Note 3 – The Coca-Cola Company Master Trust for 401(k) Plans (Continued)**

*Fair Value Measurements*

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also established a fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Plan's valuation methods used to measure fair value of its investments may produce fair values that may not be indicative of a future sale, or reflective of future fair values. The use of different methods to determine the fair value of investments could result in different estimates of fair value at the reporting date.

**Note 3 – The Coca-Cola Company Master Trust for 401(k) Plans (Continued)**

The Master Trust assets, measured at fair value on a recurring basis (at least annually) as of December 31, 2016, were as follows (in thousands):

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Investments Using NAV Practical Expedient | Total |
|---|---|---|---|
| Common stock [A] | $ 1,221,648 | $ — | $ 1,221,648 |
| Mutual funds [B] | 137,894 | — | 137,894 |
| Collective trust funds [C] | — | 2,026,349 | 2,026,349 |
| Master Trust investment funds [D] | — | 635,228 | 635,228 |
| | $ 1,359,542 | $ 2,661,577 | $ 4,021,119 |

(A) Investments in common stock are in shares of The Coca-Cola Company and are valued using the quoted market price multiplied by the number of shares owned as of the measurement date.

(B) Investments in mutual funds are valued at the publicly quoted net asset value of each fund. The total value is calculated by multiplying the net asset value per share by the number of shares held as of the measurement date.

(C) The underlying investments held in the collective trust funds are equity or debt securities held to replicate the performance of a specific equity or bond market index. The collective trust funds are valued at the NAV per share as determined by the manager of the funds multiplied by the number of shares held as of the measurement date. These funds have no redemption restrictions.

(D) The Master Trust investment funds include the US Large Cap Active Equity Fund, the US Small-Mid Cap Active Equity Fund, and the US Core-Plus Active Fixed Income Fund. The total value is calculated by multiplying the NAV per share by the number of shares held as of the measurement date. The underlying investments include common stock, preferred stock, mutual funds, collective trust funds and a short-term investment account. These funds have no redemption restrictions.

**Note 3 – The Coca-Cola Company Master Trust for 401(k) Plans (Continued)**

The Master Trust assets, measured at fair value on a recurring basis (at least annually) as of December 31, 2015, were as follows (in thousands):

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Investments Using NAV Practical Expedient | Total |
|---|---|---|---|
| Common stock (A) | $ 1,284,920 | $ — | $ 1,284,920 |
| Mutual funds (B) | 156,426 | — | 156,426 |
| Collective trust funds (C) | — | 2,090,492 | 2,090,492 |
| Master Trust investment funds (D) | — | 632,263 | 632,263 |
| | $ 1,441,346 | $ 2,722,755 | $ 4,164,101 |

(A) Investments in common stock are in shares of The Coca-Cola Company and are valued using the quoted market price multiplied by the number of shares owned as of the measurement date.

(B) Investments in mutual funds are valued at the publicly quoted net asset value of each fund. The total value is calculated by multiplying the net asset value per share by the number of shares held as of the measurement date.

(C) The underlying investments held in the collective trust funds are equity or debt securities held to replicate the performance of a specific equity or bond market index. The collective trust funds are valued at the NAV per share as determined by the manager of the funds multiplied by the number of shares held as of the measurement date. These funds have no redemption restrictions.

(D) The Master Trust investment funds include the US Large Cap Active Equity Fund, the US Small-Mid Cap Active Equity Fund, and the US Core-Plus Active Fixed Income Fund. The total value is calculated by multiplying the NAV per share by the number of shares held as of the measurement date. The underlying investments include common stock, preferred stock, mutual funds, collective trust funds and a short-term investment account. These funds have no redemption restrictions.

During 2016 and 2015 there were no Level 2 or 3 investments.

*Synthetic Guaranteed Investment Contracts*

The Master Trust has a separate account (the “account”) which invests in wrapper contracts (comprised primarily of synthetic guaranteed investment contracts) and cash equivalents. The contracts within the account are fully benefit-responsive and are therefore reported at contract value on the statements of net assets available for benefits. Contract value represents contributions made under the contracts, plus earnings, less withdrawals and administrative expenses. As of December 31, 2016, the account consisted of approximately $350,550,000 of wrapper contracts and approximately $17,049,000 of cash equivalents.

**Note 3 – The Coca-Cola Company Master Trust for 401(k) Plans (Continued)**

In a wrapper contract structure, the underlying investments are owned by the account and held in trust for Plan participants. These contracts wrap a diversified portfolio primarily comprised of corporate and government bonds, and collective trust funds. The account purchases wrapper contracts from an insurance company or bank. The wrapper contracts amortize the realized and unrealized gains and losses on the underlying fixed income investments, typically over the duration of the investments, through adjustments to the future interest crediting rate (which is the rate earned by participants in the account for the underlying investments). The issuers of the wrapper contracts provide assurances that the adjustments to the interest crediting rate do not result in a future crediting rate that is less than zero.

Examples of events that would permit a wrapper contract issuer to terminate a wrapper contract upon short notice include the Plan's loss of its qualified status, uncured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events was to occur, the wrapper contract issuer could terminate the wrapper contract at the market value of the underlying investments.

*Transactions with Parties-in-Interest*

During the year ended December 31, 2016, the Master Trust had the following transactions relating to common stock of The Coca-Cola Company (in thousands):

| | Shares | Fair Value |
|---|---|---|
| Purchases | 3,792 | $ 165,892 |
| Sales | 2,849 | $ 127,434 |
| In-kind distributions | 1,387 | $ 60,084 |
| Dividends received | N/A | $ 41,398 |

The Master Trust held the following investments in common stock of The Coca-Cola Company as of December 31, 2016 and 2015 (in thousands):

| | Shares | Fair Value |
|---|---|---|
| December 31, 2016 | 29,466 | $ 1,221,648 |
| December 31, 2015 | 29,910 | $ 1,284,920 |

**Note 4 – Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect Participant account balances and the amounts reported in the statement of net assets available for benefits.

**Note 5 – Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated September 13, 2013, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. The Plan was amended subsequent to receipt of the determination letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Committee and the Company's tax counsel believe the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believe the Plan, as amended, is qualified and the related trust is tax exempt.

U.S. GAAP require Plan management to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Note 6 – Nonexempt Transactions**

During 2016, the Plan Administrator identified certain operational deficiencies regarding three participants' loans. Management of the Plan has taken corrective actions to ensure compliance with the Plan's loan policy and will be filing an application under the Voluntary Correction Program ("VCP") with the IRS with proposed corrections of these matters. The Plan Administrator and counsel for the Plan believe that these deficiencies and VCP application will not impact the tax qualification of the Plan and that the Plan continues to maintain tax qualified status under the applicable sections of the Code.

**Note 7 – Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2016 and 2015:

| | 2016 | 2015 |
|---|---|---|
| Net assets available for benefits per the financial statements | $4,376,962,707 | $4,539,510,373 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 2,754,521 | 3,823,765 |
| Net assets available for benefits per Form 5500 | $4,379,717,228 | $4,543,334,138 |

**Note 7 – Reconciliation of Financial Statements to Form 5500 (Continued)**

The following is a reconciliation of investment income from the Master Trust per the financial statements to the Form 5500 for the year ended December 31, 2016:

| | |
|---|---|
| Investment income from the Master Trust per the financial statements | $ 230,421,342 |
| Adjustment from contract to fair value for fully benefit-responsive investment contracts: | |
| Current year | 2,754,521 |
| Prior year | (3,823,765) |
| Less: Administrative expenses reported at Master Trust level | (3,198,139) |
| Investment income from Master Trust per Form 5500 | $ 226,153,959 |

**THE COCA-COLA COMPANY 401(k) PLAN**
**EIN: 58-0628465 PN: 002**
**Schedule H, line 4i – Schedule of Assets (Held at End of Year)**
**December 31, 2016**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (e) Current value |
|---|---|---|---|
| * | Participants | Loans with interest rates ranging from 3.25% to 8.25%. Maturities through 2031. | $ 132,798,437 |

* Parties-in-interest

Note: Column (d) cost is not required for participant-directed investments.

SIGNATURES

*The Plan*. Pursuant to the requirements of the Securities Exchange Act of 1934, The Coca-Cola Company Benefits Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COCA-COLA COMPANY 401(k) PLAN
(Name of Plan)

By: /s/ Allison O’Sullivan
Allison O’Sullivan
Member, The Coca-Cola Company Benefits Committee

Date: June 29, 2017

**EXHIBIT INDEX**

| *Exhibit No.* | *Description* |
|---|---|
| 23 | Consent of Independent Registered Public Accounting Firm |

**Exhibit 23**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the registration statements listed below of our report dated June 29, 2017, with respect to the statements of net assets available for benefits of The Coca-Cola Company 401(k) Plan as of December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related supplemental schedule of schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2016, which report appears in the annual report on Form 11-K of The Coca-Cola Company 401(k) Plan for the year ended December 31, 2016:

1. Registration Statement No. 2-58584 on Form S-8, dated November 20, 1987, as amended

2. Registration Statement No. 333-83270 on Form S-8, dated February 22, 2002

3. Registration Statement No. 333-179707 on Form S-8, dated February 27, 2012

/s/ BANKS, FINLEY WHITE & CO.

College Park, Georgia
June 29, 2017