

COCA COLA CO
Form 8-K
March 05, 2009

**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): **March 5, 2009 (March 3, 2009)**

(Exact name of registrant as specified in its charter)

Delaware
(Stated 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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On March 3, 2009, The Coca-Cola Company (the Company) entered into an underwriting agreement with Banc of America Securities LLC, Citigroup Global Markets Inc. and HSBC Securities (USA) Inc., as representatives of the several underwriters named therein, relating to the offering, issuance and sale by the Company of \$900,000,000 aggregate principal amount of its 3.625% Notes due March 15, 2014 and \$1,350,000,000 aggregate principal amount of its 4.875% Notes due March 15, 2019 (collectively, the Notes). The Notes will be issued under a base indenture dated as of April 26, 1988 between the Company and Deutsche Bank Trust Company Americas (as successor to Bankers Trust Company), as trustee, as amended.

The offering is being made pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-146983) filed with the Securities and Exchange Commission on October 29, 2007, including a related prospectus and prospectus supplement filed with the Securities and Exchange Commission on March 4, 2009.

The base indenture and amendments are filed as exhibits to this Form 8-K and are incorporated herein by reference.

The respective forms of global note for the offering are filed as exhibits to this Form 8-K and are incorporated herein by reference.

The underwriting agreement is filed as an exhibit to this Form 8-K and is incorporated herein by reference.

Item 9.01(d). Financial Statements and Exhibits.

In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this report and the Company's other public filings, which are available

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without charge through the SEC's website at <http://www.sec.gov>.

- Exhibit 1.1 Underwriting Agreement, dated March 3, 2009.
- Exhibit 4.1 Amended and restated indenture dated as of April 26, 1988 between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 33-50743), which was filed with Securities and Exchange Commission on October 25, 1993).
- Exhibit 4.2 First supplemental indenture dated as of February 24, 1992 to amended and restated indenture dated as of April 26, 1988 between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (Registration No. 33-50743), which was filed with Securities and Exchange Commission on October 25, 1993).
- Exhibit 4.3 Second supplemental indenture dated as of November 1, 2007 to amended and restated indenture dated as of April 26, 1988, as amended, between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee.
- Exhibit 4.4 Form of Note for 3.625% Notes due March 15, 2014.
- Exhibit 4.5 Form of Note for 4.875% Notes due March 15, 2019.

SIGNATURE

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: March 5, 2009

By:

/s/ Harry L. Anderson
Name: Harry L. Anderson
Title: Vice President and Controller

Exhibit Index

Exhibit	Description
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