

COCA COLA CO  
Form S-8 POS  
February 27, 2012

As filed with the Securities and Exchange Commission on February 27, 2012

Registration No. 333-172541

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST EFFECTIVE AMENDMENT NO. 1**  
to

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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(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**

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Atlanta, Georgia 30313

(404) 676-2121

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**Coca-Cola Refreshments Matched Employee Savings and Investment Plan**

(Full title of plans)

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**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)

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**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.

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(Check one):

Large accelerated filer   
Non-accelerated filer   
(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed by The Coca-Cola Company (the Company) on March 1, 2011 (File No. 333-172541) (the Registration Statement) is being filed for the purpose of deregistering shares of the Company's Common Stock and the associated plan interests that were originally registered for issuance under the CCR Matched Employee Savings and Investment Plan (the CCR MESIP).

Effective January 1, 2012, the CCR MESIP and certain other Company 401(k) plans were merged (the Merger) into The Coca-Cola Company Thrift & Investment Plan (the TCCC Thrift Plan) and the TCCC Thrift Plan was renamed The Coca-Cola Company 401(k) Plan (the 401(k) Plan). Accordingly, the Company hereby deregisters 8,310,947 shares of the Registrant's Common Stock (the Carried-Over Shares), which represents the shares that remained unissued and available under the CCR MESIP immediately prior to the Merger, along with the associated plan interests. The Company is concurrently filing a Registration Statement on Form S-8 to register, among other shares, the Carried-Over Shares for issuance pursuant to the 401(k) Plan.

For the avoidance of doubt, the deregistration of securities pursuant to this Post-Effective Amendment No. 1 shall have no effect on the status of the other shares of Common Stock and plan interests initially registered pursuant to the Registration Statement, which shall continue in effect.

**PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

*Item 8. Exhibits.*

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

II-1

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 27th day of February, 2012.

**THE COCA-COLA COMPANY**

By: /s/ Gary P. Fayard  
 Name: Gary P. Fayard  
 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Muhtar Kent Muhtar Kent	Chairman, Board of Directors, Chief Executive Officer and a Director (Principal executive officer)	February 27, 2012
/s/ Gary P. Fayard Gary P. Fayard	Executive Vice President and Chief Financial Officer (Principal financial officer)	February 27, 2012
/s/ Kathy N. Waller Kathy N. Waller	Vice President and Controller (Principal accounting officer)	February 27, 2012
* Herbert A. Allen	Director	February 27, 2012
* Ronald W. Allen	Director	February 27, 2012
* Howard G. Buffett	Director	February 27, 2012
* Richard M. Daley	Director	February 27, 2012
* Barry Diller	Director	February 27, 2012
* Evan G. Greenberg	Director	February 27, 2012

\*  
Alexis M. Herman

Director

February 27, 2012

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Donald R. Keough	Director	February 27, 2012
* Robert A. Kotick	Director	February 27, 2012
* Maria Elena Lagomasino	Director	February 27, 2012
* Donald F. McHenry	Director	February 27, 2012
* Sam Nunn	Director	February 27, 2012
* James D. Robinson III	Director	February 27, 2012
* Peter V. Ueberroth	Director	February 27, 2012
* Jacob Wallenberg	Director	February 27, 2012
* James B. Williams	Director	February 27, 2012

\*By: /s/ Gloria K. Bowden  
Gloria K. Bowden  
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, on this 27th day of February, 2012.

**COCA-COLA REFRESHMENTS MATCHED EMPLOYEE SAVINGS AND INVESTMENT PLAN**

By: /s/ Susan M. Fleming  
Name: Susan M. Fleming  
Title: Chairman, The Coca-Cola Company  
Benefits Committee