

COCA COLA ENTERPRISES INC  
Form 8-K  
November 03, 2008

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

WASHINGTON, DC 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): November 3, 2008**

**COCA-COLA ENTERPRISES INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**01-09300**  
(Commission File No.)

**58-0503352**  
(IRS Employer)

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of incorporation)

**2500 Windy Ridge Parkway, Atlanta, Georgia 30339**

Identification No.)

(Address of principal executive offices, including zip code)

**(770) 989-3000**

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2 below):

- .. 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))

**Item 8.01 Other Events.**

On November 3, 2008, Coca-Cola Enterprises Inc. completed an offering of \$1,000,000,000 aggregate principal amount of 7.375% Notes due March 3, 2014 (the Notes ). Copies of the form of Notes and the tax opinion of Shearman & Sterling LLP dated November 3, 2008 provided in connection with the offering of the Notes are attached hereto as Exhibits 4.1 and 8.1, respectively.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

4.1 Form of 7.375% Notes due March 3, 2014.

8.1 Tax Opinion dated November 3, 2008 of Shearman & Sterling LLP.

23.1 Consent of Shearman & Sterling LLP (included in Exhibit 8.1).

**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.

COCA-COLA ENTERPRISES INC.  
(Registrant)

By: /S/ WILLIAM T. PLYBON  
Name: William T. Plybon  
Title: Vice President, Secretary and Deputy General  
Counsel

Date: November 3, 2008

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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