

COCA COLA ENTERPRISES INC
Form S-8
September 13, 2007

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

COCA-COLA ENTERPRISES INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation
or organization)

58-0503352
(IRS Employer Identification No.)

2500 Windy Ridge Parkway, Atlanta, Georgia 30339
(Address of principal executive offices, including Zip Code)

**COCA-COLA ENTERPRISES INC.
2007 INCENTIVE AWARD PLAN**
(Full title of the Plan)

John J. Culhane, Esq.
Executive Vice President and General Counsel
Coca-Cola Enterprises Inc.
2500 Windy Ridge Parkway
Atlanta, GA 30339
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (770) 989-3000

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be Registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--------------------------------|--|--|-----------------------------------|
| Coca-Cola Enterprises Inc. Common Stock, \$1.00 par | 28,000,000 shares | \$23.93(1) | \$670,040,000 | \$20,570.23(1) |

value

(1) Determined in accordance with Rule 457(c) under the Securities Act of 1933, based on the average of the high and low prices reported on the New York Stock Exchange on September 10, 2007.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

(a) the Registrant's Annual Report on Form 10-K filed pursuant to Section 13 of the Securities Exchange Act of 1934 for its fiscal year ended December 31, 2006;

(b) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2006;

(c) the description of the Registrant's common stock to be offered hereby which is contained in the registration statement filed on Form 8-A on October 28, 1986, under Section 12 of the Securities Exchange Act of 1934, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of filing of this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated hereby by reference and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article Sixth of the Registrant's Restated Certificate of Incorporation provides for the elimination of personal liability of directors of the Registrant to the Registrant or its shareowners for monetary damages for breaches of their fiduciary duties to the full extent permitted by Section 102(b)(7) of the General Corporation Law of Delaware (the "GCL"). Section 102(b)(7) of the GCL enables a corporation in its certificate of incorporation to eliminate or limit the personal liability of members of its board of directors to the corporation or its shareowners for monetary damages for violations of a director's fiduciary duty of care. Such a provision, however, has no effect on the availability of equitable remedies, such as an injunction or rescission, for breach of fiduciary duty. In addition, no such provision may eliminate or limit the liability of a director for breaching his duty of loyalty, failing to act in good faith, engaging in intentional misconduct or knowingly violating the law, paying an unlawful dividend or approving an illegal stock repurchase in violation of the statute, or obtaining an improper personal benefit.

Article Eleventh of the Registrant's Restated Certificate of Incorporation provides for indemnification of directors, officers and employees to the fullest extent permitted by the GCL. Section 145 of the GCL authorizes indemnification of directors, officers, employees and agents from and against expenses (including attorney's fees), judgments, fines and amounts paid in settlement reasonably incurred by them in connection with any civil, criminal, administrative or investigative claim or proceeding (including civil actions brought as derivative actions by or in the right of the corporation, but, in respect of such an action, only to the extent of expenses reasonably incurred in defending or settling such action) in which they may become involved by reason of being a director, officer, employee or agent of the corporation. The section permits indemnification if the individual acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation and, in addition, in criminal actions, if he had no reasonable cause to believe his conduct to be unlawful. If, in an action brought by or in the right of the corporation, the individual is adjudged to be liable to the corporation, he may be indemnified for expenses only to the extent that the court finds to be proper. Present or former directors or officers who are successful in defense of any claim against them are entitled to indemnification as of right against expenses reasonably incurred in connection therewith. Otherwise, with respect to current directors or officers, indemnification shall be made (unless otherwise ordered by a court) only if a majority of the disinterested directors, a committee of disinterested directors, independent legal counsel, or the shareowners determine that the applicable standard of conduct has been met. Section 145 authorizes such indemnity for persons who, at the request of the corporation, act as directors, officers, employees or agents of other corporations, partnerships or other enterprises.

The Registrant maintains directors and officers liability insurance which insures against liabilities that directors or officers of the Registrant may incur in such capacities.

The Registrant has entered into indemnification agreements with each director of the Registrant that contractually obligate the Registrant to indemnify such directors against liabilities they may incur in the performance of their duties to the fullest extent permitted by law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

4.1 Restated Certificate of Incorporation of Coca-Cola Enterprises (restated as of April 15, 1992), as amended by Certificate of Amendment dated April 21, 1997 and by Certificate of Amendment dated April 26, 2000, incorporated by reference to Exhibit 3 to the Company's Current Report on Form 8-K (Date of Report July 22, 1997) and Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2000.

4.2 Bylaws of Coca-Cola Enterprises, as amended through February 9, 2007, incorporated by reference to Exhibit 3(ii) to the Company's Current Report on Form 8-K dated February 9, 2007.

23 Consent of Ernst & Young LLP.

24.1 Powers of Attorney.

24.2 Resolution of the Board of Directors.

An opinion of counsel is not included, because the securities being registered are not original issuance securities and the plan is not subject to ERISA.

ITEM 9. UNDERTAKINGS.

A. Rule 415 Offering.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change in such information in the registration statement;

provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. Filings Incorporating Subsequent Exchange Act Documents by Reference.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Filing of Registration Statement on Form S-8.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 6th day of September, 2007.

COCA-COLA ENTERPRISES INC.

By: /S/ JOHN F. BROCK

John F. Brock,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
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| <u>/S/ JOHN F. BROCK</u> (John F. Brock) | President, Chief Executive Officer and a Director (principal executive officer) | September 6, 2007 |
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| <u>/S/ WILLIAM W. DOUGLAS III</u> (William W. Douglas III) | Senior Vice President and Chief Financial Officer (principal financial officer) | September 6, 2007 |
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| <u>/S/ JOSEPH D. HEINRICH</u> (Joseph D. Heinrich) | Vice President, Controller and Chief Accounting Officer (principal accounting officer) | September 6, 2007 |
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| <u>FERNANDO AGUIRRE*</u> (Fernando Aguirre) | Director | September 6, 2007 |
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| <u>JAMES E. COPELAND, JR.*</u> (James E. Copeland, Jr.) | Director | September 6, 2007 |
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| <u>CALVIN DARDEN*</u> (Calvin Darden) | Director | September 6, 2007 |
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| <u>GARY P. FAYARD*</u> (Gary P. Fayard) | Director | September 6, 2007 |
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| | Director | September 6, 2007 |
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IRIAL

FINAN*

(Irial Finan)

MARVIN J.

HERB*

(Marvin J. Herb)

Director

September 6, 2007

L. PHILLIP

HUMANN*

(L. Phillip Humann)

Director

September 6, 2007

DONNA A.

JAMES*

(Donna A. James)

Director

September 6, 2007

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THOMAS H. JOHNSON*
(Thomas H. Johnson) Director September 6, 2007

LOWRY F. KLINE*
(Lowry F. Kline) Director September 6, 2007

CURTIS R. WELLING*
(Curtis R. Welling) Director September 6, 2007

*By: /S/ JOHN J. CULHANE
Mr. John J. Culhane
Attorney-in-Fact

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
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| 24.1 | Powers of Attorney, filed herewith. |
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