

COCA COLA CO
Form 8-K
July 06, 2017

**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):
July 6, 2017

(Exact name of registrant as specified in its charter)

Delaware
(State 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**

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Not Applicable

(Former name or former address, if changed since last report)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 8.01 Other Events.

On July 5, 2017, the Company completed a cash tender offer and consent solicitation (the Offer and Solicitation) for two series of outstanding debt securities (the Extended CCR Notes) issued by its wholly owned subsidiary Coca-Cola Refreshments USA, Inc. (CCR). The Offer and Solicitation was made pursuant to an offer to purchase and consent solicitation statement (the Original Statement), dated May 22, 2017, as amended on June 6, 2017, and as further amended on June 21, 2017 (as amended, the Amended Statement). The Company received the requisite consents on one series of Extended CCR Notes, the 8.500% Debentures due February 1, 2022 (the 8.500% CCR Debentures).

In connection with the Offer and Solicitation, the Company and CCR entered into the Third Supplemental Indenture (the Third Supplemental Indenture), dated the date hereof, among the Company, CCR and Deutsche Bank Trust Company Americas, as trustee (the Trustee), with respect to the 8.500% CCR Debentures. The Third Supplemental Indenture effects certain amendments to the Indenture dated as of July 30, 1991 (the Base Indenture), as amended by a First Supplemental Indenture dated as of January 29, 1992 (the First Supplemental Indenture), between CCR and the Trustee.

Additionally, the Third Supplemental Indenture provides for full and unconditional guarantees of the 8.500% CCR Debentures, issued by the Company (the Company Guarantees). The Company Guarantees will be unsecured and unsubordinated obligations of the Company and will rank equally in right of payment with all of the Company's other unsecured and unsubordinated debt (including any unsecured and unsubordinated guarantees of the Company's subsidiaries indebtedness).

The Base Indenture, the First Supplemental Indenture and the Third Supplemental Indenture are filed as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) 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;

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

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- Exhibit 4.1 Indenture, dated as of July 30, 1991, between Coca-Cola Refreshments USA, Inc. and Deutsche Bank Trust Company Americas, as trustee, incorporated herein by reference to Exhibit 4.1 to Coca-Cola Refreshments USA, Inc.'s Current Report on Form 8-K filed on July 30, 1991.
- Exhibit 4.2 First Supplemental Indenture, dated as of January 29, 1992, to Indenture, July 30, 1991, between the Coca-Cola Refreshments USA, Inc. and Deutsche Bank Trust Company Americas, as trustee, incorporated herein by reference to Exhibit 4.01 to Coca-Cola Refreshments USA, Inc.'s Current Report on Form 8-K filed on February 12, 1991.
- Exhibit 4.3 Third Supplemental Indenture, dated as of July 5, 2017, to Indenture, dated as of July 30, 1991, as amended, among Coca-Cola Refreshments USA, Inc., the Company and Deutsche Bank Trust Company Americas, as trustee.

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.

THE COCA-COLA COMPANY (REGISTRANT)

Date: July 6, 2017

By: /s/ Larry M. Mark
Name: Larry M. Mark
Title: Vice President and Controller

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
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