

COCA COLA CO  
Form 8-K  
April 23, 2014  
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): April 23, 2014

(Exact name of registrant as specified in its charter)

|                   |              |                     |
|-------------------|--------------|---------------------|
| Delaware          | 001-02217    | 58-0628465          |
| (State or other   | (Commission  | (IRS Employer       |
| jurisdiction      | File Number) | Identification No.) |
| of incorporation) |              |                     |

|  |            |
|--|------------|
| One Coca-Cola Plaza                      | 30313      |
| Atlanta, Georgia                         | (Zip Code) |
| (Address of principal executive offices) |            |

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:

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As described in Item 5.07 below, at the 2014 Annual Meeting of Shareowners of The Coca-Cola Company (the “Company”), the Company’s shareowners approved The Coca-Cola Company 2014 Equity Plan (the “Equity Plan”). On February 19, 2014, the Compensation Committee recommended to the Board of Directors that it adopt the Equity Plan and on February 20, 2014, the Board of Directors adopted the Equity Plan, subject to shareowner approval at the 2014 Annual Meeting of Shareowners. The effective date of the Equity Plan is February 20, 2014.

The Equity Plan will be administered by the Compensation Committee of the Board of Directors, which is comprised of independent Directors. The Equity Plan authorizes the following types of awards to be made to employees, officers or Directors of the Company and its consolidated subsidiaries, as designated by the Compensation Committee: (1) stock options, (2) stock appreciation rights, or SARs, (3) restricted stock and restricted stock units, (4) performance awards, including qualified performance-based awards under Section 162(m) of the Internal Revenue Code of 1986, as amended, and (5) other stock-based awards, in the discretion of the Compensation Committee, including unrestricted stock grants.

Subject to adjustment as provided in the Equity Plan, the aggregate number of shares of Common Stock reserved and available for issuance pursuant to awards granted under the Equity Plan is 500,000,000. Each share issued pursuant to a stock option or SAR will reduce the number of shares available under the Equity Plan by one share, and each share issued pursuant to awards other than stock options and SARs will reduce the number of shares available by five shares.

Additional details of the Equity Plan are included in the 2014 Proxy Statement, under the heading “Item 3 – Approval of The Coca-Cola Company 2014 Equity Plan.” The foregoing summary is qualified in its entirety by the full text of the Equity Plan, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) The Annual Meeting of Shareowners of the Company was held on Wednesday, April 23, 2014, in Atlanta, Georgia. The results of the matters submitted to a vote of the shareowners at the meeting are set forth below. Pursuant to Delaware law and the Company’s By-Laws, abstentions and broker non-votes are not considered votes cast and do not affect the outcome of the votes. Therefore, only votes for and against each matter are included in the percentages below.

(b) Item 1. Election of Directors. Shareowners elected each of the persons named below as Directors for a term expiring in 2015 as follows:

|                        | <b>FOR</b>    | <b>% FOR</b> | <b>AGAINST</b> | <b>% AGAINST</b> | <b>ABSTENTIONS</b> | <b>Broker Non-Votes</b> |
|------------------------|---------------|--------------|----------------|------------------|--------------------|-------------------------|
| Herbert A. Allen       | 2,992,308,077 | 98.57        | 43,472,041     | 1.43             | 8,822,720          | 641,901,782             |
| Ronald W. Allen        | 2,922,560,489 | 96.31        | 111,938,831    | 3.69             | 10,103,850         | 641,901,782             |
| Ana Botín              | 3,012,190,344 | 99.23        | 23,465,853     | 0.77             | 8,946,944          | 641,901,782             |
| Howard G. Buffett      | 3,013,194,921 | 99.25        | 22,875,379     | 0.75             | 8,524,954          | 641,901,782             |
| Richard M. Daley       | 2,993,318,361 | 98.62        | 41,815,940     | 1.38             | 9,455,040          | 641,901,782             |
| Barry Diller           | 2,712,428,361 | 89.37        | 322,543,896    | 10.63            | 9,623,112          | 641,901,782             |
| Helene D. Gayle        | 2,984,495,886 | 98.33        | 50,761,286     | 1.67             | 9,337,151          | 641,901,782             |
| Evan G. Greenberg      | 3,013,588,422 | 99.29        | 21,551,819     | 0.71             | 9,454,644          | 641,901,782             |
| Alexis M. Herman       | 2,964,682,264 | 97.68        | 70,352,390     | 2.32             | 9,560,715          | 641,901,782             |
| Muhtar Kent            | 2,938,791,502 | 97.00        | 90,917,911     | 3.00             | 14,874,838         | 641,901,782             |
| Robert A. Kotick       | 3,018,878,709 | 99.48        | 15,812,314     | 0.52             | 9,911,907          | 641,901,782             |
| Maria Elena Lagomasino | 2,958,495,229 | 97.46        | 77,027,564     | 2.54             | 9,080,576          | 641,901,782             |
| Sam Nunn               | 2,981,523,211 | 98.24        | 53,338,125     | 1.76             | 9,740,248          | 641,901,782             |
| James D. Robinson III  | 2,957,131,585 | 97.45        | 77,224,767     | 2.55             | 10,247,017         | 641,901,782             |
| Peter V. Ueberroth     | 2,983,218,140 | 98.27        | 52,587,442     | 1.73             | 8,788,235          | 641,901,782             |

Item 2. Advisory Vote to Approve Executive Compensation. Votes regarding the advisory vote to approve executive compensation were as follows:

Votes Cast For: 2,738,200,959 90.87%  
 Votes Cast Against: 275,156,331 9.13%  
 Abstentions: 31,239,487  
 Broker Non-Votes: 641,901,782

Item 3. Approval of The Coca-Cola Company 2014 Equity Plan. Votes to approve The Coca-Cola Company 2014 Equity Plan were as follows:

Votes Cast For: 2,192,692,667 83.16%  
 Votes Cast Against: 444,087,921 16.84%  
 Abstentions: 407,773,514  
 Broker Non-Votes: 641,901,782

Item 4. Ratification of the Appointment of Ernst & Young LLP as Independent Auditor. Votes regarding the ratification of the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the fiscal year ending December 31, 2014 were as follows:

|                     |               |        |
|---------------------|---------------|--------|
| Votes Cast For:     | 3,636,042,834 | 99.09% |
| Votes Cast Against: | 33,423,858    | 0.91%  |
| Abstentions:        | 16,936,759    |        |
| Broker Non-Votes:   | N/A           |        |

Item 5. Shareowner Proposal Regarding an Independent Board Chairman. Votes on a shareowner proposal regarding an independent Board chairman were as follows:

|                     |               |        |
|---------------------|---------------|--------|
| Votes Cast For:     | 971,815,804   | 32.13% |
| Votes Cast Against: | 2,052,834,144 | 67.87% |
| Abstentions:        | 19,945,301    |        |
| Broker Non-Votes:   | 641,901,782   |        |

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

10.1 The Coca-Cola Company 2014 Equity Plan

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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: April 23, 2014 By: /s/ Bernhard Goepelt  
Bernhard Goepelt  
Senior Vice President, General Counsel and  
Chief Legal Counsel