

COCA COLA CO
 Form 424B2
 May 27, 2016

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

[Table of Contents](#)

Filed Pursuant to Rule 424(b)(2)
 Registration No. 333-191953

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Floating Rate Notes due 2017	\$ 225,000,000	100.000	\$ 225,000,000	
1.375% Notes due 2019	\$ 1,000,000,000	99.930	\$ 999,300,000	
2.550% Notes due 2026	\$ 500,000,000	99.982	\$ 499,910,000	
Total	\$ 1,725,000,000		\$ 1,724,210,000	173,627.95

(1)

Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Table of Contents**PROSPECTUS SUPPLEMENT
(To Prospectus Dated October 28, 2013)****\$1,725,000,000****\$225,000,000 Floating Rate Notes due 2017****\$1,000,000,000 1.375% Notes due 2019****\$500,000,000 2.550% Notes due 2026**

We are offering \$225,000,000 principal amount of Floating Rate Notes due 2017, which we refer to in this prospectus supplement as our "floating rate notes," \$1,000,000,000 principal amount of 1.375% Notes due 2019, which we refer to in this prospectus supplement as the "2019 notes," and \$500,000,000 principal amount of 2.550% Notes due 2026, which we refer to in this prospectus supplement as the "2026 notes." We collectively refer to the 2019 notes and the 2026 notes as the "fixed rate notes" and all of the series of notes offered hereby as our "notes."

The floating rate notes will bear interest at a rate per annum, reset quarterly, equal to three-month LIBOR (as defined) plus 0.050%. The 2019 notes will bear interest at a rate per annum of 1.375%, and the 2026 notes will bear interest at a rate per annum of 2.550%. We will pay interest on the floating rate notes quarterly in arrears on February 16, May 16, August 16 and November 16 of each year, beginning on August 16, 2016. We will pay interest on the 2019 notes semi-annually in arrears on May 30 and November 30 of each year, beginning on November 30, 2016. We will pay interest on the 2026 notes semi-annually in arrears on June 1 and December 1 of each year, beginning on December 1, 2016. The floating rate notes will mature on November 16, 2017, the 2019 notes will mature on May 30, 2019 and the 2026 notes will mature on June 1, 2026. The floating rate notes may not be redeemed prior to maturity. We may redeem any series of the fixed rate notes at our option and at any time, either in whole or in part, at the applicable redemption price described in this prospectus supplement. The notes will be our unsecured obligations and will rank equally with our unsecured senior indebtedness from time to time outstanding. The notes will be issued only in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.

The notes will not be listed on any securities exchange or quoted on any automated quotation system. There is currently no public market for any series of the notes.

Investing in the notes involves risks. Please see "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Floating Rate Note	Total	Per 2019 Note	Total	Per 2026 Note	Total
Public offering price	100.000% \$	225,000,000	99.930% \$	999,300,000	99.982% \$	499,910,000
Underwriting discounts	0.125% \$	281,250	0.250% \$	2,500,000	0.450% \$	2,250,000
	99.875% \$	224,718,750	99.680% \$	996,800,000	99.532% \$	497,660,000

Proceeds, before expenses,
to The Coca-Cola Company

The public offering prices set forth above do not include accrued interest, if any. Interest on the notes will accrue from May 31, 2016.

The underwriters expect to deliver the notes to purchasers in book-entry form only through The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme* and Euroclear Bank S.A./N.V., on or about May 31, 2016.

Joint Book-Running Managers

Barclays **Citigroup** **Deutsche Bank Securities**

Co-Managers

Lebenthal Capital Markets **Standard Chartered Bank** **The Williams Capital Group, L.P.** **US Bancorp**

The date of this prospectus supplement is May 25, 2016.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-iii
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	S-iii
<u>SUMMARY</u>	S-1
<u>USE OF PROCEEDS</u>	S-5
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	S-6
<u>CAPITALIZATION</u>	S-7
<u>DESCRIPTION OF NOTES</u>	S-8
<u>U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS</u>	S-13
<u>UNDERWRITING</u>	S-16
<u>LEGAL OPINIONS</u>	S-20

Prospectus

<u>ABOUT THIS PROSPECTUS</u>	1
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	1
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	2
<u>OUR COMPANY</u>	4
<u>USE OF PROCEEDS</u>	5
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	5
<u>DESCRIPTION OF DEBT SECURITIES</u>	6
<u>DESCRIPTION OF CAPITAL STOCK</u>	20
<u>DESCRIPTION OF WARRANTS</u>	24
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	25
<u>DESCRIPTION OF PURCHASE CONTRACTS</u>	28
<u>PLAN OF DISTRIBUTION</u>	29
<u>LEGAL MATTERS</u>	31
<u>EXPERTS</u>	31

In this prospectus supplement, except as otherwise indicated or the context otherwise requires, the terms "Company," "we," "us" and "our" mean The Coca-Cola Company and all entities included in its consolidated financial statements.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about this offering in two separate documents. The accompanying prospectus provides general information about us and securities we may offer from time to time, some of which may not apply to this offering. This prospectus supplement describes the specific details regarding this offering. Generally, when we refer to the "prospectus," we are referring to both documents combined. Additional information is incorporated by reference into this prospectus supplement. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

You should rely only on the information contained or incorporated by reference into this prospectus supplement, the accompanying prospectus or any related free writing prospectus filed by us with the Securities and Exchange Commission (the "SEC"). We have not, and the underwriters have not, authorized anyone else to provide you with different or additional information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer and sale is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus, any free writing prospectus or any document incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the documents incorporated by reference herein may contain statements, estimates or projections that constitute "forward-looking statements" as defined under U.S. federal securities laws. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from The Coca-Cola Company's historical experience and our present expectations or projections. These risks include, but are not limited to, obesity concerns; water scarcity and poor quality; evolving consumer preferences; increased competition and capabilities in the marketplace; product safety and quality concerns; perceived negative health consequences of certain ingredients, such as non-nutritive sweeteners and biotechnology-derived substances, and of other substances present in our beverage products or packaging materials; an inability to be successful in our innovation activities; increased demand for food products and decreased agricultural productivity; changes in the retail landscape or the loss of key retail or foodservice customers; an inability to expand operations in emerging and developing markets; fluctuations in foreign currency exchange rates; interest rate increases; an inability to maintain good relationships with our bottling partners; a deterioration in our bottling partners' financial condition; increases in income tax rates, changes in income tax laws or unfavorable resolution of tax matters; increased or new indirect taxes in the United States or in one or more other major markets; increased cost, disruption of supply or shortage of energy or fuels; increased cost, disruption of supply or shortage of ingredients, other raw materials or packaging materials; changes in laws and regulations relating to beverage containers and packaging; significant additional labeling or warning requirements or limitations on the marketing or sale of our products; an inability to protect our information systems against service interruption, misappropriation of data or breaches of security; unfavorable general economic conditions in the United States; unfavorable economic and political conditions in international markets; litigation or legal proceedings; failure to adequately protect, or disputes relating to, trademarks, formulae and other intellectual property rights; adverse weather conditions; climate change; damage to our brand image and corporate reputation from negative publicity, even if unwarranted, related to product safety or quality, human and workplace rights, obesity or other issues; changes in, or failure to comply with, the laws and regulations applicable to our products or our business operations; changes in accounting standards; an inability to

Table of Contents

achieve our overall long-term growth objectives; deterioration of global credit market conditions; default by or failure of one or more of our counterparty financial institutions; an inability to timely implement our previously announced actions to reinvigorate growth, or to realize the economic benefits we anticipate from these actions; failure to realize a significant portion of the anticipated benefits of our strategic relationship with Monster Beverage Corporation; an inability to renew collective bargaining agreements on satisfactory terms, or we or our bottling partners experience strikes, work stoppages or labor unrest; future impairment charges; multi-employer plan withdrawal liabilities in the future; an inability to successfully integrate and manage our Company-owned or -controlled bottling operations; an inability to successfully manage our refranchising activities; an inability to successfully manage the possible negative consequences of our productivity initiatives; an inability to attract or retain a highly skilled workforce; global or regional catastrophic events; and other risks discussed in our filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2015, which filings are available from the SEC. You should not place undue reliance on forward-looking statements, which speak only at the date they are made. We undertake no obligation to publicly update or revise any forward-looking statements.

Table of Contents

SUMMARY

This summary highlights selected information contained in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus and does not contain all of the information that you should consider in making your investment decision. You should read this summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as the information in the accompanying prospectus and in the documents incorporated by reference into this prospectus supplement or the accompanying prospectus. You should carefully consider, among other things, the matters discussed in the sections titled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

Our Company

General

The Coca-Cola Company is the world's largest beverage company. We own or license and market more than 500 nonalcoholic beverage brands, primarily sparkling beverages but also a variety of still beverages such as waters, enhanced waters, juices and juice drinks, ready-to-drink teas and coffees, and energy and sports drinks. We own and market four of the world's top five nonalcoholic sparkling beverage brands: Coca-Cola, Diet Coke, Fanta and Sprite. Finished beverage products bearing our trademarks, sold in the United States since 1886, are now sold in more than 200 countries.

We make our branded beverage products available to consumers throughout the world through our network of Company-owned or -controlled bottling and distribution operations as well as independent bottling partners, distributors, wholesalers and retailers the world's largest beverage distribution system. Beverages bearing trademarks owned by or licensed to us account for more than 1.9 billion of the approximately 58 billion servings of all beverages consumed worldwide every day.

We believe our success depends on our ability to connect with consumers by providing them with a wide variety of options to meet their desires, needs and lifestyles. Our success further depends on the ability of our people to execute effectively, every day.

Our goal is to use our Company's assets our brands, financial strength, unrivaled distribution system, global reach, and the talent and strong commitment of our management and associates to become more competitive and to accelerate growth in a manner that creates value for our shareowners.

We were incorporated in September 1919 under the laws of the State of Delaware and succeeded to the business of a Georgia corporation with the same name that had been organized in 1892.

Our principal office is located at One Coca-Cola Plaza, Atlanta, Georgia 30313, and our telephone number at that address is (404) 676-2121. We maintain a website at www.coca-colacompany.com where general information about us is available. We are not incorporating the contents of the website into this prospectus supplement or the accompanying prospectus.

Table of Contents

The Offering

Issuer	The Coca-Cola Company.
Securities Offered	\$225,000,000 principal amount of Floating Rate Notes due 2017. \$1,000,000,000 principal amount of 1.375% Notes due 2019. \$500,000,000 principal amount of 2.550% Notes due 2026.
Maturity Date	The floating rate notes: November 16, 2017. The 2019 notes: May 30, 2019. The 2026 notes: June 1, 2026.
Interest Rate	The floating rate notes: three-month LIBOR plus 0.050%, reset quarterly, payable quarterly in arrears. The 2019 notes: 1.375% per annum, payable semi-annually in arrears. The 2026 notes: 2.550% per annum, payable semi-annually in arrears.
Interest Payment Dates	The floating rate notes: February 16, May 16, August 16 and November 16 of each year, commencing on August 16, 2016. The 2019 notes: May 30 and November 30 of each year, commencing on November 30, 2016. The 2026 notes: June 1 and December 1 of each year, commencing on December 1, 2016.
Optional Redemption	We may redeem any series of the fixed rate notes at our option and at any time, either as a whole or in part, at the applicable redemption price described under "Description of the Notes Optional Redemption." The floating rate notes may not be redeemed prior to maturity.
Ranking	The notes will be our unsecured obligations and will rank equally with our unsecured senior indebtedness from time to time outstanding.
Further Issues	We may, at any time, without notice to or the consent of the holders of the notes, create and issue further notes ranking equally with any series of the notes in all respects (or in all respects other than the payment of interest accruing prior to the issue date of such further notes or except for, in some cases, the first payment of interest following the issue date of such further notes).

Table of Contents

Book-Entry; Form and Denominations	We will issue the notes of each series in the form of one or more global notes in definitive, fully registered, book-entry form. The global notes will be deposited with or on behalf of The Depository Trust Company ("DTC") and registered in the name of Cede & Co., as nominee of DTC. The notes will be issued only in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.
Use of Proceeds	We expect to use the net proceeds from the offering for general corporate purposes. See "Use of Proceeds."
Tax Considerations	You should consult your tax advisor with respect to the U.S. federal income tax consequences of owning the notes in light of your own particular situation and with respect to any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction. See "U.S. Federal Income Tax Consequences to Non-U.S. Holders."
Governing Law Trustee CUSIP/ISIN	The indenture is governed and the notes will be governed by the laws of the State of New York. Deutsche Bank Trust Company Americas. The floating rate notes: 191216BX7/US191216BX72 The 2019 notes: 191216BV1/US191216BV17 The 2026 notes: 191216BW9/US191216BW99
Risk Factors	See "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015 for a discussion of certain relevant factors you should carefully consider before deciding to invest in the notes.

Table of Contents**SELECTED FINANCIAL DATA**

(In millions)	Three Months Ended			Year Ended December 31,			
	April 1, 2016	April 3, 2015	2015	2014	2013	2012	2011
SUMMARY OF OPERATIONS							
Net operating revenues	\$ 10,282	\$ 10,711	\$ 44,294	\$ 45,998	\$ 46,854	\$ 48,017	\$ 46,542
Cost of goods sold	4,069	4,103	17,482	17,889	18,421	19,053	18,215
Gross profit	6,213	6,608	26,812	28,109	28,433	28,964	28,327
Selling, general and administrative expenses	3,761	4,079	16,427	17,218	17,310	17,738	17,422
Other operating charges	311	233	1,657	1,183	895	447	732
Operating income	2,141	2,296	8,728	9,708	10,228	10,779	10,173
Net income attributable to shareowners of The Coca-Cola Company	\$ 1,483	\$ 1,557	\$ 7,351	\$ 7,098	\$ 8,584	\$ 9,019	\$ 8,584
BALANCE SHEET DATA							
Cash, cash equivalents and short-term investments	\$ 18,751	\$ 16,577	\$ 15,631	\$ 18,010	\$ 17,121	\$ 13,459	