

COCA COLA CO
Form DEF 14A
March 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §.240.14a-12

(Name of Registrant as Specified In Its Charter)

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No fee required.

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(1) Title of each class of securities to which transaction applies:

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-

I am pleased to invite you to join me, our Board of Directors, senior leadership and other associates and alumni at The Coca-Cola Company's 2013 Annual Meeting of Shareowners in our hometown of Atlanta. The attached Notice of Annual Meeting of Shareowners and Proxy Statement will serve as your guide to the business to be conducted.

The Board and I were very pleased about the positive feedback we received after redesigning our proxy statement last year. This year, we have further enhanced the clarity of the information provided to you. This proxy statement demonstrates our continued commitment to move beyond required disclosures to give you information you need in a format that is easy to follow.

Every year, we conduct considerable outreach to shareowners on a variety of topics, and we are guided by their views. Many of you have told us that ensuring robust corporate governance practices, particularly in the area of executive compensation, is a high priority. We therefore have further enhanced the Corporate Governance section in this document, expanding the discussion of our policies and practices, which you can see beginning on page [32](#). In addition, we have provided more information in the Compensation Discussion and Analysis section beginning on page [48](#) about the decisions the Compensation Committee has made and how our executives' pay is linked to performance. Last year, shareowners representing approximately 97% of the votes cast expressed satisfaction with the compensation of the executives included in the proxy statement and The Coca-Cola Company's executive compensation programs. While we are very grateful to see this level of support, we continue to work hard to stay attuned to shareowner sentiment.

We are once again offering a shareowner forum – a shareowner-only website enabling you to learn more about our Company, vote your proxy, participate in a shareowner survey, view the meeting live online and submit questions for the Annual Meeting in advance. We encourage you to visit and utilize our shareowner forum. You can find more details on page [16](#).

While I hope you can join me in Atlanta, whether or not you attend in person, it is important that your shares be represented and voted at the meeting. Please vote your shares by signing and returning your proxy or voting instruction card, using telephone or Internet voting, or visiting the shareowner forum. Instructions on how to vote are found on page [4](#).

Thank you for your continued trust and for your investment in our business. I look forward to seeing many of you in Atlanta on April 24th.

March 11, 2013

Muhtar Kent

Chairman of the Board and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREOWNERS

Wednesday, April 24, 2013

9:30 a.m., local time

Cobb Galleria Centre, Two Galleria Parkway, Atlanta, Georgia 30339

The Annual Meeting of Shareowners of The Coca-Cola Company (the “Company”) will be held at the Cobb Galleria Centre, Two Galleria Parkway, Atlanta, Georgia 30339, on Wednesday, April 24, 2013, at 9:30 a.m., local time. The purposes of the meeting are:

1.

to elect the 16 Director nominees identified in the accompanying proxy statement to serve until the 2014 Annual Meeting of Shareowners;

2.

to ratify the appointment of Ernst & Young LLP as Independent Auditors of the Company to serve for the 2013 fiscal year;

3.

to hold an advisory vote to approve executive compensation;

4.

to approve an amendment to the Company’s By-Laws to permit shareowners to call special meetings;

5.

to vote on one shareowner proposal if properly presented at the meeting; and

6.

to transact such other business as may properly come before the meeting and at any adjournments or postponements of the meeting.

The Board of Directors set February 25, 2013 as the record date for the meeting. This means that owners of record of shares of common stock of the Company as of the close of business on that date are entitled to:

•

receive this notice of the meeting; and

•

vote at the meeting and any adjournments or postponements of the meeting.

We will make available a list of shareowners of record as of the close of business on February 25, 2013 for inspection by shareowners for any purpose germane to the meeting during normal business hours from April 10 through April 23, 2013 at the Company's principal place of business, One Coca-Cola Plaza, Atlanta, Georgia 30313. This list also will be available to shareowners for any such purpose at the meeting.

March 11, 2013

Atlanta, Georgia

By Order of the Board of Directors

Gloria K. Bowden

Associate General Counsel and Secretary

We urge each shareowner to promptly sign and return the enclosed proxy card or to use telephone or Internet voting. See the Voting Information section on page 4 for information about voting by telephone or Internet, and how to attend the annual meeting and vote shares in person.

THE COCA-COLA COMPANY 2013 Proxy Statement 3

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VOTING INFORMATION

WE WANT TO HEAR FROM YOU – VOTE TODAY

It is very important that you vote to play a part in the future of The Coca-Cola Company. Please carefully review the proxy materials for the 2013 Annual Meeting of Shareowners and follow the instructions below to cast your vote on all of the voting matters.

Voting Matters and Board Recommendations

	Our Board's Recommendation
Election of Directors (page 17)	FOR each Director Nominee
Ratification of Auditors (page 91)	FOR
Advisory Vote to Approve Executive Compensation (page 93)	FOR
Amendment to the Company's By-Laws to Permit Shareowners to Call Special Meetings (page 94)	FOR
Shareowner Proposal, if properly presented (page 95)	AGAINST

Advance Voting Methods

Even if you plan to attend the 2013 Annual Meeting of Shareowners in person, please vote right away using one of the following advance voting methods (see page [11](#) for additional details). **Make sure to have your proxy card or voting instruction form in hand and follow the instructions.**

You can vote in advance in one of three ways:

Visit the website listed on your proxy card/voting instruction form to vote **VIA THE INTERNET**

See below for how to vote online through our shareowner forum

Call the telephone number on your proxy card/voting instruction form to vote **BY TELEPHONE**

Sign, date and return your proxy card/voting instruction form in the enclosed envelope to vote **BY MAIL**

Voting at our 2013 Annual Meeting of Shareowners

All shareowners of record may vote in person at the 2013 Annual Meeting of Shareowners, which will be held on Wednesday, April 24, 2013 at 9:30 a.m., local time, at the Cobb Galleria Centre in Atlanta, Georgia. Beneficial owners may vote in person at the meeting if they have a legal proxy, as described in the response to [question 17](#) on page 15 of "Questions and Answers about the Meeting and Voting".

Important Note About Meeting Admission Requirements: If you plan to attend the meeting in person, see the answer to [question 16](#) on page 15 of "Questions and Answers about the Meeting and Voting" for important details on admission requirements.

If you are unable to attend the meeting, you can view the live webcast of the business portion of the meeting by visiting the annual meeting page of the Company's website, at www.coca-colacompany.com/investors/annual-meeting-of-shareowners, or through our shareowner forum.

Visit our Shareowner Forum

Visit our shareowner forum at www.theinvestornetwork.com/forum/KO. The shareowner forum provides validated shareowners the ability to learn more about our Company, participate in a shareowner survey and submit questions in advance of the Annual Meeting of Shareowners. Shareowners may also view the Company's proxy materials, vote through the Internet and access the live webcast of the meeting through the shareowner forum.

To access the forum, you must have your control number available, which can be found on your notice, proxy card or voting instruction form.

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This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider and you should read the entire proxy statement before voting. For more complete information regarding the Company's 2012 performance, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Director Nominees (page [17](#))

The following table provides summary information about each Director nominee. Each Director stands for election annually.

Name	Age	Director		Primary Occupation	Committee Memberships ¹	Other Public Company Boards
		Since				
Herbert A. Allen	73	1982		President, Chief Executive Officer and Director, Allen & Company Incorporated	E, F, MD (Chair)	0
Ronald W. Allen*	71	1991		Chairman of the Board, President and Chief Executive Officer, Aaron's Inc.	A, C	4 ²
Howard G. Buffett*	58	2010		President, Buffett Farms President, Howard G. Buffett Foundation	PIDR	2
Richard M. Daley*	70	2011		Executive Chairman, Tur Partners LLC Of Counsel, Katten Muchin Rosenman LLP	DCG	0
Barry Diller*	71	2002		Chairman of the Board and Senior Executive, IAC/InterActiveCorp and Expedia, Inc.	DCG, E, F (Chair), MD	4
Helene D. Gayle*	57	Nominee		President and Chief Executive Officer, CARE USA	C ³	1
Evan G. Greenberg*	58	2011		Chairman and Chief Executive Officer, ACE Limited	A (Chair), F	1
Alexis M. Herman*	65	2007		Chair and Chief Executive Officer, New Ventures LLC	C, PIDR (Chair)	3
Muhtar Kent	60	2008		Chairman of the Board, Chief Executive Officer and President,	E (Chair)	0 ⁴

The Coca-Cola Company					
Robert A. Kotick*	50	2012	President, Chief Executive Officer and Director, Activision Blizzard, Inc.	MD	1
Maria Elena Lagomasino*	63	2008	Chief Executive Officer and Managing Partner, WE Family Offices	C (Chair), DCG, MD	1
Donald F. McHenry*	76	1981	Distinguished Professor in the Practice of Diplomacy and International Affairs, School of Foreign Service, Georgetown University	A, DCG, PIDR	0
Sam Nunn*	74	1997	Co-Chairman and Chief Executive Officer, Nuclear Threat Initiative	DCG, F, PIDR	2
James D. Robinson III*	77	1975	Co-Founder and General Partner, RRE Ventures President, J.D. Robinson, Inc.	C, DCG (Chair), MD	0
Peter V. Ueberroth*	75	1986	Investor and Chairman, Contrarian Group, Inc.	A, F	1
Jacob Wallenberg*	57	2008	Chairman of the Board, Investor AB	DCG, PIDR	5 ⁵

*

Independent Director

1

A = Audit Committee; C = Compensation Committee; DCG = Committee on Directors and Corporate Governance; E = Executive Committee; F = Finance Committee; MD = Management Development Committee; PIDR = Public Issues and Diversity Review Committee

2

Mr. Allen will not stand for reelection for the Board of Directors of Forward Air Corporation following the end of his current term in May 2013.

3

Dr. Gayle will be appointed to the Compensation Committee if elected.

4

Mr. Kent was elected to the Board of Directors of 3M Company, effective April 1, 2013.

5

None of the five companies at which Mr. Wallenberg serves as a Director are U.S. based companies and only two such companies are required to file periodic reports under the Securities Exchange Act of 1934, as amended.

The Company is committed to good corporate governance, which promotes the long-term interests of shareowners, strengthens the Board of Directors and management accountability and helps build public trust in the Company. Highlights include:

•

16 Director Nominees

•

14 Independent Director Nominees

•

Independent Presiding Director

•

Active Shareowner Engagement

•

Transparent Public Policy Engagement

•

Long-standing Commitment toward Sustainability

•

Hedging, Short Sale and Pledging Policies

•

Share Ownership Guidelines and New Share Retention Policy for Executives

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2012 Compensation (page 65)

Set forth below is the 2012 compensation for each Named Executive Officer as determined under Securities and Exchange Commission ("SEC") rules. See the notes accompanying the 2012 Summary Compensation Table on page 65 for more information.

In order to show the effect that the year-over-year change in pension value had on total compensation, as determined under applicable SEC rules, we have included an additional column to show total compensation minus the change in pension value. The amounts reported in the Total Without Change in Pension Value column differ substantially from the amounts reported in the Total column required under SEC rules and are not a substitute for total compensation. The change in pension value is subject to many external variables that are not related to Company performance, such as interest rates. Therefore, we do not believe a year-over-year change in pension value is helpful in evaluating compensation for comparative purposes and instead, believe shareowners may find the accumulated pension benefits in the 2012 Pension Benefits table on page 74 a more useful calculation of the pension benefits provided to the Named Executive Officers.

Name	Salary	Stock Awards	Option Awards	Change in Pension			Total	Total Without Change in Pension Value*
				Non-Equity Incentive Plan	Value and Deferred Compensation	All Other Compensation		
Muhtar Kent								
Chairman of the Board and Chief Executive Officer	\$ 1,550,000	\$ 6,239,977	\$ 6,854,958	\$ 6,000,000	\$ 8,851,435	\$ 963,816	\$ 30,460,186	\$ 21,608,751
Gary P. Fayard								
Executive Vice President and Chief Financial Officer	814,772	1,835,210	2,016,060	1,804,000	1,648,001	104,919	8,222,962	6,574,961

**Ahmet C.
Bozer**

Executive Vice President and President, Coca-Cola International	622,089	1,649,978	1,812,605	1,263,000	1,170,198	825,249	7,343,119	6,172,921
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**Steven A.
Cahillane**

Executive Vice President	786,047	1,716,009	1,885,116					
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and
President,
Coca-Cola
Americas