

COCA COLA BOTTLING CO CONSOLIDATED /DE/
Form SC 13D/A
August 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 46)*

Coca-Cola Bottling Co. Consolidated

(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share

(Title and Class of Securities)

191098102

(CUSIP Number)

Bernhard Goepelt

Senior Vice President, General Counsel and Chief Legal Counsel

The Coca-Cola Company

One Coca-Cola Plaza

Atlanta, Georgia 30313

(404) 676-2121

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

August 2, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(continued on following pages)

SCHEDULE 13D/A

CUSIP No. - 191098102

1	NAME OF REPORTING PERSON THE COCA-COLA COMPANY
2	CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP*
3	SEC USE ONLY
4	SOURCE OF FUNDS* OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware
7	SOLE VOTING POWER
8	0 SHARED VOTING POWER
9	2,482,165 SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	0	SHARED DISPOSITIVE POWER
	2,482,165	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
	2,482,165	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
12		
	34.76%	TYPE OF REPORTING PERSON*
13		
14		CO

***SEE INSTRUCTIONS BEFORE FILLING OUT**

SCHEDULE 13D/A

CUSIP No. - 191098102

1	NAME OF REPORTING PERSON
	THE COCA-COLA TRADING COMPANY LLC
2	CHECK THE APPROPRIATE BOX IF
	(a)
	A MEMBER OF A GROUP*
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS*
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	State of Delaware
	SOLE VOTING POWER
	7
	0 SHARED VOTING POWER
8	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	2,482,165
	9
	SOLE DISPOSITIVE

	POWER
	0
	SHARED DISPOSITIVE POWER
11	2,482,165 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	2,482,165 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
13	
14	34.76% TYPE OF REPORTING PERSON*
	OO

***SEE INSTRUCTIONS BEFORE FILLING OUT**

SCHEDULE 13D/A

CUSIP No. - 191098102

1	NAME OF REPORTING PERSON COCA-COLA OASIS LLC
2	CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP*
3	SEC USE ONLY
4	SOURCE OF FUNDS* OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware
7	SOLE VOTING POWER
8	0 SHARED VOTING POWER
9	2,482,165 SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	0	SHARED DISPOSITIVE POWER
	2,482,165	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
	2,482,165	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
12		
	34.76%	TYPE OF REPORTING PERSON*
13		
14		OO

***SEE INSTRUCTIONS BEFORE FILLING OUT**

SCHEDULE 13D/A

CUSIP No. - 191098102

1	<p>NAME OF REPORTING PERSON CAROLINA COCA-COLA BOTTLING INVESTMENTS, INC.</p>
2	<p>CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP*</p>
3	<p>(b) SEC USE ONLY</p>
4	<p>SOURCE OF FUNDS* OO</p>
5	<p>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)</p>
6	<p>CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware</p>
7	<p>SOLE VOTING POWER</p>
8	<p>0 SHARED VOTING POWER</p>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<p>2,482,165</p>

		SOLE DISPOSITIVE POWER
		0
		SHARED DISPOSITIVE POWER
		2,482,165
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		2,482,165
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
13		
14		34.76%
		TYPE OF REPORTING PERSON*
		CO

***SEE INSTRUCTIONS BEFORE FILLING OUT**

This Amendment No. 46 amends and supplements the original Schedule 13D filed on May 18, 1987 by The Coca-Cola Company, as amended by Amendments 1 through 45 (the “Schedule 13D”). Terms used herein and not otherwise defined shall have the meanings given such terms in the Schedule 13D.

Item 4. Purpose of the Transaction

Item 4 is hereby amended and supplemented as follows:

Termination of Cleveland Letter of Intent. On August 2, 2017, Coca-Cola Bottling Co. Consolidated (“Coke Consolidated”), The Coca-Cola Company and Coca-Cola Refreshments USA, Inc. terminated that certain non-binding letter of intent executed February 6, 2017 between Coke Consolidated and The Coca-Cola Company, thus terminating negotiations regarding the potential acquisition by Coke Consolidated of certain exclusive rights for the distribution, promotion, marketing and sale of beverage products owned and licensed by The Coca-Cola Company in territory in and around Cleveland, Ohio.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

As of the date of this report, each Reporting Person may be deemed to have beneficial ownership (within the meaning of Rule 13d-3 under the Act) and shared power to vote or direct the vote of the amounts of Common Stock, par value \$1.00, of Coke Consolidated (the “Common Stock”) listed below and may be deemed to constitute a “group” under Section 13(d) of the Act.

Number of shares of Common Stock as to which The Coca-Cola Company has:

- (i) sole power to vote or direct the vote: 0
- (ii) shared power to vote or to direct the vote: 2,482,165
- (iii) the sole power to dispose of or to direct the disposition of: 0
- (iv) shared power to dispose of or to direct the disposition of: 2,482,165

Number of shares of Common Stock as to which The Coca-Cola Trading Company LLC has:

- (i) sole power to vote or direct the vote: 0
- (ii) shared power to vote or to direct the vote: 2,482,165
- (iii) sole power to dispose of or to direct the disposition of: 0
- (iv) shared power to dispose of or to direct the disposition of: 2,482,165

Number of shares of Common Stock as to which Coca-Cola Oasis LLC has:

- (i) sole power to vote or direct the vote: 0
- (ii) shared power to vote or to direct the vote: 2,482,165
- (iii) sole power to dispose of or to direct the disposition of: 0
- (iv) shared power to dispose of or to direct the disposition of: 2,482,165

Number of shares as to which Carolina Coca-Cola Bottling Investments, Inc. has:

- (i) sole power to vote or direct the vote: 0
- (ii) shared power to vote or to direct the vote: 2,482,165
- (iii) sole power to dispose of or to direct the disposition of: 0
- (iv) shared power to dispose of or to direct the disposition of: 2,482,165

The Reporting Persons beneficially own 34.76% of the outstanding shares of Common Stock based upon 7,141,447 shares of Common Stock outstanding on April 30, 2017.

Item 7. Material to be Filed as Exhibits

Exhibit	Name	Incorporated By Reference To
Exhibit 99.1	Directors, Officers and Managers of the Reporting Persons	Filed herewith

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**THE COCA-COLA
COMPANY**

By: /s/ Bernhard Goepelt
Name: Bernhard Goepelt
Date: August 3, 2017 Title: Senior Vice President
and General Counsel

**THE COCA-COLA
TRADING COMPANY
LLC**

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Date: August 3, 2017 Title: Vice President and
Treasurer

COCA-COLA OASIS LLC

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Date: August 3, 2017 Title: Vice President, Chief
Executive Officer and
Treasurer

**CAROLINA COCA-COLA
BOTTLING
INVESTMENTS, INC.**

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Date: August 3, 2017 Title: Vice President and
Treasurer

Exhibit Index

Exhibit	Name	Incorporated By Reference To
Exhibit 99.1	Directors, Officers and Managers of the Reporting Persons	Filed herewith