

Edgar Filing: COCA COLA CO - Form 8-K

COCA COLA CO  
Form 8-K  
April 07, 2005

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):  
March 23, 2005

THE COCA-COLA COMPANY  
(Exact name of registrant as specified in its charter)

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

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

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 1.01 Entry into a Definitive Material Agreement.

Effective April 1, 2005, The Coca-Cola Company (the "Company") and Deval L. Patrick, former Executive Vice President, General Counsel and Secretary of the Company, entered into (i) a letter agreement, dated April 1, 2005 (the "Letter Agreement") and (ii) a Full and Complete Release and Agreement on Competition, Trade Secrets and Confidentiality (the "Release").

## Edgar Filing: COCA COLA CO - Form 8-K

The Letter Agreement and the Release are attached hereto as Exhibit 99.1 and 99.2, respectively. The Letter Agreement provides that Mr. Patrick will be available to provide advice and services through December 31, 2005 to assure a smooth transition of the Company's Legal Function. The Company will pay Mr. Patrick a fee of \$2.1 million as compensation for his availability and services. The Release provides, among other items, that Mr. Patrick releases all claims against the Company and agrees to certain non-compete and non-solicitation provisions through January 31, 2007.

### Item 1.02 Termination of Material Definitive Agreement.

On March 23, 2005, the Company announced that Alexander R.C. Allan will retire from the Company. Mr. Allan will step down from his current positions on May 1, 2005 and will work closely with the Company until the end of 2005 to assure a smooth transition. Pursuant to the Company's normal policy for expatriates, Mr. Allan's retirement will be effective December 31, 2006. Additionally, because they are no longer relevant due to Mr. Allan's announced retirement, Mr. Allan was notified that the Employment Agreements, each dated as of March 11, 2002, between Mr. Allan and the Company and Mr. Allan and The Coca-Cola Export Corporation would be ended. These agreements had provided for an allocation of Mr. Allan's time between his duties as an executive of the Company and as President and Chief Operating Officer, Europe, Eurasia and Middle East.

### Item 8.01 Other Items

On March 23, 2005, the Company announced that effective May 1, 2005 it was making certain changes to its operating structure impacting its Europe, Eurasia & Middle East operating segment and its Asia operating segment. The Company is replacing these operating segments with three new operating segments, the European Union Group, the North Asia, Eurasia & Middle East Group, and the Southeast Asia & Pacific Rim Group. The European Union Group will include the Company's operations in all of the current member states of the European Union as well as the European Free Trade Association countries. The North Asia, Eurasia & Middle East Group will include China, Japan, the Eurasia & Middle East Division, the markets of Russia, Ukraine and Belarus and other European countries not in the European Union Group. The Southeast Asia & Pacific Rim Group will include India, the Philippines, the Company's Southeast & West Asia Division, and the Company's South Pacific & Korea Division.

### Item 9.01(c) Exhibits

- |              |  |
|--------------|--|
| Exhibit 99.1 | Letter, dated April 1, 2005, from Cynthia P. McCague, Senior Vice President of The Coca-Cola Company to Deval L. Patrick |
| Exhibit 99.2 | Full and Complete Release and Agreement on Competition, Trade Secrets and Confidentiality                                |

Edgar Filing: COCA COLA CO - Form 8-K

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 6, 2005

By: /s/ Cynthia McCague

-----  
Cynthia McCague  
Senior Vice President

EXHIBIT INDEX  
-----

Exhibit No.  
-----

- |              |  |
|--------------|--|
| Exhibit 99.1 | Letter, dated April 1, 2005, from Cynthia P. McCague, Senior Vice President of The Coca-Cola Company to Deval L. Patrick |
| Exhibit 99.2 | Full and Complete Release and Agreement on Competition, Trade Secrets and Confidentiality                                |