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COCA COLA CO  
Form 8-K  
April 01, 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 31, 2005

THE COCA-COLA COMPANY  
(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                      |            |
| Atlanta, Georgia                         | 30313      |
| (Address of principal executive offices) | (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.

The Compensation Committee of the Board of Directors of The Coca-Cola Company approved an amendment to the form of Restricted Stock Award Agreement

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(Performance Share Unit Agreement) to reflect an error in connection with the intended treatment at retirement. Under the revised agreement, in the event of Retirement, if the award has been held for at least twelve months, the target award will be granted (not prorated), but the shares will continue to be subject to restrictions until the end of the performance period. After certification of results for the performance period, all, a portion, or none of the award will be released, as determined by the underlying performance of the business. No more than the target number of shares may be awarded to the retiree, even if Company performance would have warranted a higher award. The terms will apply to the December 2004 grant, as originally intended.

A copy of the revised form of Restricted Stock Agreement (Performance Share Unit Agreement) in connection with the 1989 Restricted Stock Award Plan of The Coca-Cola Company is attached hereto as Exhibit 99.1.

### Item 9.01(c). Exhibits

Exhibit 99.1      Form of Restricted Stock Agreement (Performance Share Unit Agreement) in connection with the 1989 Restricted Stock Award Plan of The Coca-Cola Company

### 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 1, 2005

By:                    /s/ SHARON R.B. CASE

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Exhibit Index

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Exhibit No.

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Exhibit 99.1    Form of Restricted Stock Agreement (Performance Share Unit Agreement) in connection with the 1989 Restricted Stock Award Plan of The Coca-Cola Company