

COCA-COLA ENTERPRISES, INC.
Form 10-K/A
February 17, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K/A

(Amendment No. 1)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the fiscal year ended December 31, 2010**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from to .
Commission file number 001-34874**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-2197395
(IRS Employer

Identification No.)

2500 Windy Ridge Parkway, Atlanta, Georgia 30339

(Address of principal executive offices, including zip code)

(678) 260-3000

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(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonaccelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Securities Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Nonaccelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act). Yes No

No voting or non-voting common equity of the registrant was held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter, July 2, 2010, as the registrant was a wholly owned subsidiary of Coca-Cola Enterprises Inc. (Legacy CCE) until October 2, 2010. Coca-Cola Enterprises, Inc. (CCE) changed its name from International CCE Inc. following the closing of the merger and separation transaction (the Transaction) on October 2, 2010. Pursuant to the Transaction, CCE was split off from Legacy CCE and is now an independent, publicly traded company whose stock began trading on October 4, 2010. Following the Transaction, CCE is reporting as a large accelerated filer.

The number of shares outstanding of the registrant's common stock as of January 28, 2011 was 330,168,748.

EXPLANATORY NOTE

This Amendment No. 1 is being filed to correct the inadvertent omission of the signature page to the Company's Form 10-K that was filed on February 14, 2011. The original signature page was executed on February 11, 2011 and was in the Company's possession at the time of the filing. There are no other changes to the Form 10-K filed on February 14, 2011. In accordance with Rule 12b-15 of the Securities Exchange Act of 1934 we have included new certifications of our principal executive and principal financial officers.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COCA-COLA ENTERPRISES, INC.

(Registrant)

By: /s/ JOHN F. BROCK
 John F. Brock
 Chairman and Chief Executive Officer

Date: February 11, 2011

Pursuant to requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JOHN F. BROCK (John F. Brock)	Chairman and Chief Executive Officer	February 11, 2011
/s/ WILLIAM W. DOUGLAS III (William W. Douglas III)	Executive Vice President and Chief Financial Officer (principal financial officer)	February 11, 2011
/s/ SUZANNE D. PATTERSON (Suzanne D. Patterson)	Vice President, Controller, and Chief Accounting Officer (principal accounting officer)	February 11, 2011
* (Jan Bennink)	Director	February 11, 2011
* (Calvin Darden)	Director	February 11, 2011
* (L. Phillip Humann)	Director	February 11, 2011

*	Director	February 11, 2011
(Orrin H. Ingram, II)		
*	Director	February 11, 2011
(Donna A. James)		
*	Director	February 11, 2011
(Thomas H. Johnson)		
*	Director	February 11, 2011
(Suzanne B. Labarge)		
*	Director	February 11, 2011
(Véronique Morali)		
*	Director	February 11, 2011
(Garry Watts)		
*	Director	February 11, 2011
(Curtis R. Welling)		
*	Director	February 11, 2011
(Phoebe A. Wood)		

*By: /s/ JOHN R. PARKER, JR
John R. Parker, Jr
Attorney-in-Fact

EXHIBITS

Incorporated by Reference or Filed Herewith. Our Current, Quarterly, and Annual Reports are filed with the Securities and Exchange Commission under File No. 001-34874. Our Registration Statements have the file numbers noted wherever such statements are identified in the exhibit listing.

**Exhibit
Number**

Description

- | | |
|------|---|
| 31.1 | Certification of John F. Brock, Chairman and Chief Executive Officer of Coca-Cola Enterprises, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by William W. Douglas III, Executive Vice President and Chief Financial Officer of Coca-Cola Enterprises, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |

Filed herewith.

Filed herewith.

SIGNATURE

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.

COCA-COLA ENTERPRISES, INC.
(Registrant)

Date: February 17, 2011

By: /s/ William T. Plybon
Name: William T. Plybon
Title: Vice President, Secretary and Deputy

General Counsel

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