

COCA COLA ENTERPRISES INC  
Form 8-K  
May 15, 2006

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): **May 9, 2006**

**COCA-COLA ENTERPRISES INC.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>01-09300</b> (Commission File No.)	<b>58-0503352</b> (IRS Employer Identification No.)
--	--	--

**2500 Windy Ridge Parkway, Atlanta, Georgia 30339**  
(Address of principal executive offices, including zip code)

**(770) 989-3000**  
(Registrant's telephone number, including area code)

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)
- Precommencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Precommencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 1.01 . Entry into a Material Definitive Agreement.**

On May 9, 2006, the registrant entered into an agreement with The Coca-Cola Company clarifying and amending certain terms of existing agreements for the U.S. and Canada Cold Drink Equipment Purchase Partnership Programs (CAPPPr). The Coca-Cola Company is the largest single shareholder of the registrant, and products licensed to the registrant from The Coca-Cola Company, its affiliates and joint ventures, accounted for approximately 93% of the registrant's bottle and can volume in 2005.

The amendment sets out the assumptions employed by The Coca-Cola Company in computing its expected gross profit for energy coolers. Under the CAPPPr, if the actual gross profit of The Coca-Cola Company is 20% or more below its expected gross profit, then the registrant has agreed that the credit for energy coolers will be adjusted downward and the parties will agree on a new mix of vendors, manual equipment and/or energy coolers to offset the financial impact of the lower gross profit; the amendment provides that the registrant will have no obligation to add additional vendors, manual equipment and/or energy coolers beyond 2010, but rather the companies will act reasonably and in good faith to reach a mutually agreeable solution.

**Item 9.01. Financial Statements and Exhibits.**

10.1 Letter dated May 1, 2006 from The Coca-Cola Company to Coca-Cola Enterprises Inc.\*

\* The filer has requested confidential treatment with respect to portions of this document.

Page 2

**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: May 15, 2006

By: /S/ JOHN J. CULHANE  
John J. Culhane  
Executive Vice President and  
General Counsel

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Letter dated May 1, 2006 from The Coca-Cola Company to Coca-Cola Enterprises Inc.*
*	The filer has requested confidential treatment with respect to portions of this document.