

COCA COLA CO  
Form 10-Q  
October 29, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 26, 2014

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 No. 001-02217

(Exact name of Registrant as specified in its Charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

One Coca-Cola Plaza

Atlanta, Georgia

(Address of principal executive offices)

Registrant's telephone number, including area code: (404) 676-2121

Indicate by check mark whether the Registrant (1) has filed all reports required 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated 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 Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark if the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Class of Common Stock

Outstanding at October 24, 2014

\$0.25 Par Value

4,380,112,851 Shares

## THE COCA-COLA COMPANY AND SUBSIDIARIES

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#### FORWARD-LOOKING STATEMENTS

This report contains information that may constitute "forward-looking statements." Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future — including statements relating to volume growth, share of sales and earnings per share growth, and statements expressing general views about future operating results — are forward-looking statements. Management believes that these forward-looking statements are reasonable as and when made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. Our Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our Company's historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, those described in Part II, "Item 1A. Risk Factors" and elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2013, and those described from time to time in our future reports filed with the Securities and Exchange Commission.

## Part I. Financial Information

## Item 1. Financial Statements (Unaudited)

THE COCA-COLA COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)

(In millions except per share data)

	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
NET OPERATING REVENUES	\$11,976	\$ 12,030	\$35,126	\$ 35,814
Cost of goods sold	4,630	4,793	13,532	14,106
GROSS PROFIT	7,346	7,237	21,594	21,708
Selling, general and administrative expenses	4,507	4,424	12,880	12,991
Other operating charges	128	341	457	594
OPERATING INCOME	2,711	2,472	8,257	8,123
Interest income	169	136	436	381
Interest expense	113	90	344	314
Equity income (loss) — net	205	204	530	537
Other income (loss) — net	(312)	)658	(630)	)522
INCOME BEFORE INCOME TAXES	2,660	3,380	8,249	9,249
Income taxes	538	925	1,896	2,331
CONSOLIDATED NET INCOME	2,122	2,455	6,353	6,918
Less: Net income attributable to noncontrolling interests	8	8	25	44
NET INCOME ATTRIBUTABLE TO SHAREOWNERS OF THE COCA-COLA COMPANY	\$2,114	\$ 2,447	\$6,328	\$ 6,874
BASIC NET INCOME PER SHARE <sup>1</sup>	\$0.48	\$ 0.55	\$1.44	\$ 1.55
DILUTED NET INCOME PER SHARE <sup>1</sup>	\$0.48	\$ 0.54	\$1.42	\$ 1.52
DIVIDENDS PER SHARE	\$0.305	\$ 0.280	\$0.915	\$ 0.840
AVERAGE SHARES OUTSTANDING	4,383	4,426	4,392	4,442
Effect of dilutive securities	62	72	62	76
AVERAGE SHARES OUTSTANDING ASSUMING DILUTION	4,445	4,498	4,454	4,518

<sup>1</sup> Calculated based on net income attributable to shareowners of The Coca-Cola Company.

Refer to Notes to Condensed Consolidated Financial Statements.

THE COCA-COLA COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (UNAUDITED)  
 (In millions)

	Three Months Ended		Nine Months Ended	
	September 26,	September 27,	September 26,	September 27,
	2014	2013	2014	2013
CONSOLIDATED NET INCOME	\$2,122	\$ 2,455	\$6,353	\$ 6,918
Other comprehensive income:				
Net foreign currency translation adjustment	(1,232	)(466	)(1,284	)(1,447
Net gain (loss) on derivatives	278	(82	) 98	122
Net unrealized gain (loss) on available-for-sale securities	74	(92	) 723	(66
Net change in pension and other benefit liabilities	24	27	48	105
TOTAL COMPREHENSIVE INCOME	1,266	1,842	5,938	5,632
Less: Comprehensive income (loss) attributable to noncontrolling interests	9	11	21	72
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO SHAREOWNERS OF THE COCA-COLA COMPANY	\$1,257	\$ 1,831	\$5,917	\$ 5,560

Refer to Notes to Condensed Consolidated Financial Statements.

THE COCA-COLA COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (UNAUDITED)

(In millions except par value)

	September 26, 2014	December 31, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 11,084	\$ 10,414
Short-term investments	9,185	6,707
<b>TOTAL CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>	<b>20,269</b>	<b>17,121</b>
Marketable securities	3,445	3,147
Trade accounts receivable, less allowances of \$58 and \$61, respectively	5,081	4,873
Inventories	3,277	3,277
Prepaid expenses and other assets	3,277	2,886
Assets held for sale	103	—
<b>TOTAL CURRENT ASSETS</b>	<b>35,452</b>	<b>31,304</b>
<b>EQUITY METHOD INVESTMENTS</b>	<b>10,582</b>	<b>10,393</b>
<b>OTHER INVESTMENTS</b>	<b>3,737</b>	<b>1,119</b>
<b>OTHER ASSETS</b>	<b>4,850</b>	<b>4,661</b>
<b>PROPERTY, PLANT AND EQUIPMENT</b> , less accumulated depreciation of \$10,800 and \$10,065, respectively	<b>14,738</b>	<b>14,967</b>
<b>TRADEMARKS WITH INDEFINITE LIVES</b>	<b>6,619</b>	<b>6,744</b>
<b>BOTTLERS' FRANCHISE RIGHTS WITH INDEFINITE LIVES</b>	<b>7,025</b>	<b>7,415</b>
<b>GOODWILL</b>	<b>12,188</b>	<b>12,312</b>
<b>OTHER INTANGIBLE ASSETS</b>	<b>1,123</b>	<b>1,140</b>
<b>TOTAL ASSETS</b>	<b>\$ 96,314</b>	<b>\$ 90,055</b>
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 10,517	\$ 9,577
Loans and notes payable	19,175	16,901
Current maturities of long-term debt	2,524	1,024
Accrued income taxes	528	309
Liabilities held for sale	16	—
<b>TOTAL CURRENT LIABILITIES</b>	<b>32,760</b>	<b>27,811</b>
<b>LONG-TERM DEBT</b>	<b>20,111</b>	<b>19,154</b>
<b>OTHER LIABILITIES</b>	<b>3,383</b>	<b>3,498</b>
<b>DEFERRED INCOME TAXES</b>	<b>6,391</b>	<b>6,152</b>
<b>THE COCA-COLA COMPANY SHAREOWNERS' EQUITY</b>		
Common stock, \$0.25 par value; Authorized — 11,200 shares; Issued — 7,040 and 7,040 shares, respectively	1,760	1,760
Capital surplus	12,901	12,276
Reinvested earnings	63,972	61,660
Accumulated other comprehensive income (loss)	(3,843)	(3,432)
Treasury stock, at cost — 2,665 and 2,638 shares, respectively	(41,361)	(39,091)
<b>EQUITY ATTRIBUTABLE TO SHAREOWNERS OF THE COCA-COLA COMPANY</b>	<b>33,429</b>	<b>33,173</b>
<b>EQUITY ATTRIBUTABLE TO NONCONTROLLING INTERESTS</b>	<b>240</b>	<b>267</b>
<b>TOTAL EQUITY</b>	<b>33,669</b>	<b>33,440</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 96,314</b>	<b>\$ 90,055</b>

Refer to Notes to Condensed Consolidated Financial Statements.

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THE COCA-COLA COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (UNAUDITED)  
 (In millions)

	Nine Months Ended	
	September 26, 2014	September 27, 2013
<b>OPERATING ACTIVITIES</b>		
Consolidated net income	\$6,353	\$ 6,918
Depreciation and amortization	1,477	1,444
Stock-based compensation expense	143	155
Deferred income taxes	(179)	)179
Equity (income) loss — net of dividends	(259)	) (270 )
Foreign currency adjustments	305	140
Significant (gains) losses on sales of assets — net	410	(670 )
Other operating charges	192	331
Other items	38	137
Net change in operating assets and liabilities	(501)	) (652 )
Net cash provided by operating activities	7,979	7,712
<b>INVESTING ACTIVITIES</b>		
Purchases of investments	(14,098)	) (11,451 )
Proceeds from disposals of investments	9,558	9,601
Acquisitions of businesses, equity method investments and nonmarketable securities	(343)	) (326 )
Proceeds from disposals of businesses, equity method investments and nonmarketable securities	73	869
Purchases of property, plant and equipment	(1,618)	) (1,625 )
Proceeds from disposals of property, plant and equipment	150	64
Other investing activities	(280)	) (115 )
Net cash provided by (used in) investing activities	(6,558)	) (2,983 )
<b>FINANCING ACTIVITIES</b>		
Issuances of debt	33,292	31,147
Payments of debt	(28,494)	) (27,293 )
Issuances of stock	1,058	1,079
Purchases of stock for treasury	(2,963)	) (3,892 )
Dividends	(2,680)	) (2,494 )
Other financing activities	(409)	) 70
Net cash provided by (used in) financing activities	(196)	) (1,383 )
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	(555)	) (670 )
<b>CASH AND CASH EQUIVALENTS</b>		
Net increase (decrease) during the period	670	2,676
Balance at beginning of period	10,414	8,442
Balance at end of period	\$11,084	\$ 11,118

Refer to Notes to Condensed Consolidated Financial Statements.



THE COCA-COLA COMPANY AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. They do not include all information and notes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K of The Coca-Cola Company for the year ended December 31, 2013.

When used in these notes, the terms "The Coca-Cola Company," "Company," "we," "us" or "our" mean The Coca-Cola Company and all entities included in our condensed consolidated financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 26, 2014, are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. Sales of our nonalcoholic ready-to-drink beverages are somewhat seasonal, with the second and third calendar quarters accounting for the highest sales volumes. The volume of sales in the beverage business may be affected by weather conditions.

Each of our interim reporting periods, other than the fourth interim reporting period, ends on the Friday closest to the last day of the corresponding quarterly calendar period. The third quarter of 2014 and 2013 ended on September 26, 2014 and September 27, 2013, respectively. Our fourth interim reporting period and our fiscal year end on December 31 regardless of the day of the week on which December 31 falls.

Effective January 1, 2014, the Company changed the name of the Pacific operating segment to Asia Pacific.

Accordingly, the name has been updated for both the current and prior year disclosures in the notes to condensed consolidated financial statements.

Advertising Costs

The Company's accounting policy related to advertising costs for annual reporting purposes, as disclosed in Note 1 of our 2013 Annual Report on Form 10-K, is to expense production costs of print, radio, television and other advertisements as of the first date the advertisements take place. All other marketing expenditures are expensed in the annual period in which the expenditure is incurred.

For interim reporting purposes, we allocate our estimated full year marketing expenditures that benefit multiple interim periods to each of our interim reporting periods. We use the proportion of each interim period's actual unit case volume to the estimated full year unit case volume as the basis for the allocation. This methodology results in our marketing expenditures being recognized at a standard rate per unit case. At the end of each interim reporting period, we review our estimated full year unit case volume and our estimated full year marketing expenditures in order to evaluate if a change in estimate is necessary. The impact of any changes in these full year estimates is recognized in the interim period in which the change in estimate occurs. Our full year marketing expenditures are not impacted by this interim accounting policy.

Hyperinflationary Economies

A hyperinflationary economy is one that has cumulative inflation of 100 percent or more over a three-year period.

Effective January 1, 2010, Venezuela was determined to be a hyperinflationary economy. In accordance with hyperinflationary accounting under accounting principles generally accepted in the United States, our local subsidiary is required to use the U.S. dollar as its functional currency.

In February 2013, the Venezuelan government devalued its currency to an official rate of exchange ("official rate") of 6.3 bolivars per U.S. dollar provided by the Commission for the Administration of Foreign Exchange ("CADIVI"). At that time, the Company remeasured the net monetary assets of our Venezuelan subsidiary at the official rate. As a result of the devaluation, we recognized a loss of \$140 million in the line item other income (loss) — net in our condensed consolidated statement of income during the nine months ended September 27, 2013.

Beginning in October 2013, the government authorized certain companies that operate in designated industry sectors to exchange a limited volume of bolivars for U.S. dollars at a bid rate established via weekly auctions under a system referred to as "SICAD 1." During the first quarter of 2014, the government expanded the types of transactions that may be subject to the weekly SICAD 1 auction process while retaining the official rate of 6.3 bolivars per U.S. dollar; replaced CADIVI with a new

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foreign currency administration, the National Center for Foreign Commerce ("CENCOEX"); and introduced another currency exchange mechanism ("SICAD 2"). The SICAD 2 rate is intended to more closely resemble a market-driven exchange rate than the official rate and SICAD 1. As a result of these changes, an entity may be able to convert bolivars to U.S. dollars at one of three legal exchange rates, which as of March 28, 2014, were 6.3 (official rate), 10.8 (SICAD 1) and 50.9 (SICAD 2). We analyzed the multiple rates available and the Company's estimates of the applicable rate at which future transactions could be settled, including the payment of dividends. Based on this analysis, we determined that the SICAD 1 rate is the most appropriate rate to use for remeasurement given our circumstances. Therefore, as of March 28, 2014, we remeasured the net monetary assets of our Venezuelan subsidiary using an exchange rate of 10.8 bolivars per U.S. dollar, which was the SICAD 1 rate on that date. We recorded a charge of \$226 million related to the change in exchange rates in the line item other income (loss) — net in our condensed consolidated statement of income during the nine months ended September 26, 2014. The Company will continue to use the SICAD 1 rate to remeasure the net monetary assets of our Venezuelan subsidiary unless facts and circumstances change.

If the bolivar devalues further, or if we are able to access currency at different rates that are reasonable to the Company, it would result in our Company recognizing additional foreign currency exchange gains or losses in our condensed consolidated financial statements. As of September 26, 2014, our Venezuelan subsidiary held net monetary assets of \$206 million, including \$175 million of cash, cash equivalents, short-term investments and marketable securities. Despite the additional currency conversion mechanisms, the Company's ability to pay dividends from Venezuela is still restricted due to the low volume of U.S. dollars available for conversion.

In addition to the foreign currency exchange exposure related to our Venezuelan subsidiary's net monetary assets, we also sell concentrate to our bottling partner in Venezuela from outside the country. These sales are denominated in U.S. dollars and the carrying value of the receivables related to these sales was \$275 million as of September 26, 2014. If a government-approved exchange rate mechanism is not available for our bottling partner in Venezuela to convert bolivars and pay for these receivables and for future concentrate sales, the receivables balance will continue to increase. We will continue to monitor the collectability and convertibility of these receivables. We also have certain U.S. dollar denominated intangible assets associated with products sold in Venezuela, which had a carrying value of \$107 million as of September 26, 2014. If the bolivar further devalues, it could result in the impairment of these intangible assets. Additionally, in January 2014, the Venezuelan government enacted a new law which imposes limits on profit margins earned in the country, which limited the Company's cash flows during the three and nine months ended September 26, 2014, and will continue to limit the future cash flows as long as the law is in effect.

#### Recently Issued Accounting Guidance

In April 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. Under ASU 2014-08, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization's operations and financial results. Additionally, ASU 2014-08 requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income and expenses of discontinued operations. ASU 2014-08 is effective for fiscal and interim periods beginning on or after December 15, 2014.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which will replace most existing revenue recognition guidance in U.S. Generally Accepted Accounting Principles and is intended to improve and converge with international standards the financial reporting requirements for revenue from contracts with customers. The core principle of ASU 2014-09 is that an entity should recognize revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. ASU 2014-09 also requires additional disclosures about the nature, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments. ASU 2014-09 allows for both retrospective and prospective methods of adoption and is effective for periods beginning after December 15, 2016. The Company is currently evaluating the impact that the adoption of ASU 2014-09 will have on our consolidated financial statements.

#### NOTE 2: ACQUISITIONS AND DIVESTITURES

Acquisitions

During the nine months ended September 26, 2014, our Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$343 million, and primarily included a joint investment with one of our bottling partners in a dairy company in Ecuador, which is accounted for under the equity method of accounting. During the nine months ended September 27, 2013, our Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$326 million, which primarily included our acquisition of the majority of the remaining outstanding shares of Fresh Trading Ltd. ("innocent") and a majority interest in bottling operations in Myanmar. We remeasured our equity interest in

innocent to fair value upon the close of the transaction. The resulting gain on the remeasurement was not significant to our condensed consolidated financial statements.

#### Monster Beverage Corporation

On August 14, 2014, the Company and Monster Beverage Corporation ("Monster") entered into definitive agreements for a long-term strategic relationship in the global energy drink category. Subject to the terms and conditions of the agreements, upon the closing of the transactions (1) the Company will acquire newly issued shares of Monster common stock representing approximately 16.7 percent of the outstanding shares of Monster common stock (after giving effect to the new issuance) and will be represented by two directors on Monster's Board of Directors; (2) the Company will transfer its global energy drink business (including NOS, Full Throttle, Burn, Mother, Play and Power Play, and Relentless) to Monster, and Monster will transfer its non-energy drink business (including Hansen's Natural Sodas, Peace Tea, Hubert's Lemonade and Hansen's Juice Products) to the Company; and (3) the parties will amend their current distribution coordination agreements by expanding into additional territories and entering into long-term agreements with the Company's existing network of bottling and distribution partners. Upon closing, the Company will make a net cash payment of \$2.15 billion to Monster. The closing of the transaction is subject to customary closing conditions, including the receipt of regulatory approvals, and is expected to take place in late 2014 or early 2015. The Company expects to account for its resulting interest in Monster as an equity method investment.

#### Green Mountain Coffee Roasters, Inc.

In February 2014, the Company and Green Mountain Coffee Roasters, Inc. ("GMCR"), now known as Keurig Green Mountain, Inc., entered into a 10-year global strategic agreement to collaborate on the development and introduction of the Company's global brand portfolio for use in GMCR's forthcoming Keurig Kold™ at-home beverage system. Under the agreement, the companies will cooperate to bring the Keurig Kold™ beverage system to consumers around the world, and GMCR will be the Company's exclusive partner for the production and sale of our branded single-serve, pod-based cold beverages. Together we will also explore other future opportunities to collaborate on the Keurig® platform. In an effort to align long-term interests, we also entered into an agreement to purchase a 10 percent equity position in GMCR, and on February 27, 2014, the Company purchased the newly issued shares in GMCR for approximately \$1,265 million, including transaction costs of \$14 million.

In May 2014, the Company purchased additional shares of GMCR in the market for \$302 million, which represented an additional 2 percent equity position in GMCR. We account for the investment in GMCR as an available-for-sale security, which is included in the line item other investments in our condensed consolidated balance sheet. These purchases were included in the line item purchases of investments in our condensed consolidated statement of cash flows.

Subsequent to these purchases, the Company entered into an agreement with Credit Suisse Capital LLC ("CS") to purchase additional shares of GMCR which would increase the Company's equity position to a 16 percent interest based on the total number of issued and outstanding shares of GMCR as of May 1, 2014. Under the agreement, the Company will purchase from CS, on a date selected by CS no later than February 2015, the lesser of (1) 6.5 million shares of GMCR or (2) the number of shares that shall cause our ownership to equal 16 percent. The purchase price per share will be the average of the daily volume-weighted average price per share from May 15, 2014, to the date selected by CS, as adjusted in certain circumstances specified in the agreement. CS will have exclusive ownership and control over any such shares until delivered to the Company. This agreement with CS qualifies as a derivative, and the changes in its fair value are immediately recognized into earnings.

#### Coca-Cola Erfrischungsgetränke AG

In conjunction with the Company's acquisition of 18 German bottling and distribution operations in 2007, the former owners received put options to sell their respective shares in Coca-Cola Erfrischungsgetränke AG ("CCEAG") back to the Company in January 2014. The Company paid \$503 million to purchase these shares, which was included in the line item other financing activities in our condensed consolidated statement of cash flows, and now owns 100 percent of CCEAG.

#### Divestitures

During the nine months ended September 26, 2014, proceeds from disposals of businesses, equity method investments and nonmarketable securities totaled \$73 million, which primarily represented the proceeds from the refranchising of

certain of our territories in North America.

In conjunction with implementing a new beverage partnership model in North America, the Company refranchised territories that were previously managed by our consolidated North America bottling and customer service organization called Coca-Cola Refreshments ("CCR") to certain of our unconsolidated bottling partners. These territories border these bottlers' existing territories, allowing each bottler to better service local customers and provide more efficient execution. Through the execution of comprehensive beverage agreements ("CBAs") with each of the bottlers, we granted certain exclusive territory rights for the distribution, promotion, marketing and sale of Company-owned and licensed beverage products as defined by the CBA. Under the arrangement for these territories, CCR retains the rights to produce these beverage products and the bottlers will purchase from CCR substantially all of the related finished products needed in order to service the customers in these territories. Each

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CBA has a term of 10 years and is renewable by the bottler indefinitely for successive additional terms of 10 years each. Under the CBA, the bottlers will make ongoing quarterly payments to CCR based on their future gross profit in these territories throughout the term of the CBA, including renewals, in exchange for the grant of the exclusive territory rights.

Contemporaneously with the grant of these rights, the Company sold the distribution assets, certain working capital items, and the exclusive rights to distribute certain beverage brands not owned by the Company, but distributed by CCR, in each of these territories to the respective bottlers in exchange for cash totaling \$23 million and \$68 million during the three and nine months ended September 26, 2014, respectively. Under the applicable accounting guidance, we were required to derecognize all of the tangible assets sold as well as the intangible assets transferred, including distribution rights, customer relationships and an allocated portion of goodwill related to these territories. We recognized a noncash loss of \$34 million and \$174 million during the three and nine months ended September 26, 2014, respectively, primarily related to the derecognition of the intangible assets transferred, which was included in the line item other income (loss) — net in our condensed consolidated statements of income. We expect to recover the value of the intangible assets transferred to the bottlers under the CBAs through the future quarterly payments; however, as the payments for the territory rights are dependent on the bottlers' future gross profit in these territories, they are considered a form of contingent consideration.

There is diversity in practice as it relates to the accounting for contingent consideration by the seller. The seller can account for the future contingent payments received as a gain contingency, recognizing the amounts in the income statement only after the related contingencies are resolved and the gain is realized, which in this arrangement will be quarterly as the bottlers earn gross profit in the transferred territories. Alternatively, the seller can record a receivable for the contingent consideration at fair value on the date of sale and record any future differences between the payments received and this receivable in the income statement as they occur. We elected the gain contingency treatment since the quarterly payments will be received throughout the terms of the CBAs, including all subsequent renewals, regardless of the cumulative amount received as compared to the value of the intangible assets transferred. As of September 26, 2014, the Company had entered into agreements to rebrand additional territories in North America. These territories met the criteria to be classified as held for sale, and we were required to record their assets and liabilities at the lower of carrying value or fair value less any costs to sell based on the agreed-upon sale price. The Company recognized a noncash loss of \$236 million during the three and nine months ended September 26, 2014 as a result of writing down the assets to their fair value less costs to sell, which was included in the line item other income (loss) — net in our condensed consolidated statements of income. This loss was primarily related to the anticipated derecognition of the intangible assets to be transferred, which we expect to recover under the CBAs through the future quarterly payments.

The following table presents information related to the major classes of assets and liabilities that were classified as held for sale in our condensed consolidated balance sheet (in millions):

	September 26, 2014
Inventories	\$ 15
Prepaid expenses and other assets	1
Property, plant and equipment — net	78
Bottlers' franchise rights with indefinite lives	183
Goodwill	23
Other intangible assets	39
Allowance for reduction of assets held for sale	(236 )
Total assets held for sale	\$ 103
Other liabilities	\$ 16
Total liabilities held for sale	\$ 16

We determined that these territories did not meet the criteria to be classified as discontinued operations, primarily due to the continued significant involvement we have in these operations following each transaction.

During the nine months ended September 27, 2013, proceeds from disposals of businesses, equity method investments and nonmarketable securities totaled \$869 million. These proceeds primarily resulted from the sale of a majority ownership interest in our previously consolidated bottling operations in the Philippines ("Philippine bottling operations"), and separately, the deconsolidation of our bottling operations in Brazil ("Brazilian bottling operations"). See below for further details on each of these transactions.

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### Philippine Bottling Operations

On December 13, 2012, the Company and Coca-Cola FEMSA, S.A.B. de C.V. ("Coca-Cola FEMSA"), an equity method investee, executed a share purchase agreement for the sale of a majority ownership interest in our consolidated Philippine bottling operations. This transaction was completed on January 25, 2013. The Company now accounts for our ownership interest in the Philippine bottling operations under the equity method of accounting. Following this transaction, we remeasured our investment in the Philippine bottling operations to fair value taking into consideration the sale price of the majority ownership interest. Coca-Cola FEMSA has an option to purchase our remaining ownership interest in the Philippine bottling operations at any time during the seven years following closing based on the initial purchase price plus a defined return. Coca-Cola FEMSA also has an option exercisable during the sixth year after closing to sell its ownership interest back to the Company at a price not to exceed the initial purchase price.

### Brazilian Bottling Operations

On December 17, 2012, the Company entered into an agreement with several parties to combine our Brazilian bottling operations with an independent bottler in Brazil in a transaction involving a disposition of shares for cash and an exchange of shares for a 44 percent minority ownership interest in the newly combined entity which was recorded at fair value. This transaction was completed on July 3, 2013 and resulted in the deconsolidation of our Brazilian bottling operations. The Company recognized a gain of \$615 million as a result of this transaction. The owners of the majority interest have the option to acquire from us up to 24 percent of the new entity's outstanding shares at any time for a period of six years beginning December 31, 2013.

### NOTE 3: INVESTMENTS

Investments in debt and marketable equity securities, other than investments accounted for under the equity method, are classified as trading, available-for-sale or held-to-maturity. Our marketable equity investments are classified as either trading or available-for-sale with their cost basis determined by the specific identification method. Realized and unrealized gains and losses on trading securities and realized gains and losses on available-for-sale securities are included in net income. Unrealized gains and losses, net of deferred taxes, on available-for-sale securities are included in our condensed consolidated balance sheets as a component of accumulated other comprehensive income ("AOCI"), except for the change in fair value attributable to the currency risk being hedged. Refer to Note 5 for additional information related to the Company's fair value hedges of available-for-sale securities.

Our investments in debt securities are carried at either amortized cost or fair value. Investments in debt securities that the Company has the positive intent and ability to hold to maturity are carried at amortized cost and classified as held-to-maturity. Investments in debt securities that are not classified as held-to-maturity are carried at fair value and classified as either trading or available-for-sale.

### Trading Securities

As of September 26, 2014, and December 31, 2013, our trading securities had a fair value of \$395 million and \$372 million, respectively, and consisted primarily of equity securities. The Company had net unrealized gains on trading securities of \$35 million and \$12 million as of September 26, 2014 and December 31, 2013, respectively.

The Company's trading securities were included in the following line items in our condensed consolidated balance sheets (in millions):

	September 26, 2014	December 31, 2013
Marketable securities	\$ 304	\$ 286
Other assets	91	86
Total trading securities	\$ 395	\$ 372

## Available-for-Sale and Held-to-Maturity Securities

As of September 26, 2014 and December 31, 2013, the Company did not have any held-to-maturity securities. As of September 26, 2014, available-for-sale securities consisted of the following (in millions):

	Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Available-for-sale securities: <sup>1</sup>				
Equity securities	\$2,752	\$1,465	\$(16)	)\$4,201
Debt securities	3,452	51	(8)	)3,495
Total available-for-sale securities	\$6,204	\$1,516	\$(24)	)\$7,696

<sup>1</sup> Refer to Note 14 for additional information related to the estimated fair value.

As of December 31, 2013, available-for-sale securities consisted of the following (in millions):

	Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Available-for-sale securities: <sup>1</sup>				
Equity securities	\$1,097	\$373	\$(17)	)\$1,453
Debt securities	3,388	24	(23)	)3,389
Total available-for-sale securities	\$4,485	\$397	\$(40)	)\$4,842

<sup>1</sup> Refer to Note 14 for additional information related to the estimated fair value.

As of September 26, 2014 and December 31, 2013, the Company had investments classified as available-for-sale securities in which our cost basis exceeded the fair value of our investment. Management assessed each of these investments on an individual basis to determine if the decline in fair value was other than temporary. Management's assessment as to the nature of a decline in fair value is based on, among other things, the length of time and the extent to which the market value has been less than our cost basis; the financial condition and near-term prospects of the issuer; and our intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in market value. As a result of these assessments, management determined that the decline in fair value of these investments was not other than temporary and did not record any impairment charges.

The sale and/or maturity of available-for-sale securities resulted in the following realized activity (in millions):

	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Gross gains	\$9	\$ 2	\$25	\$ 10
Gross losses	(3	)(9	)(16	)(19
Proceeds	1,260	1,091	3,442	3,349

The Company uses one of its insurance captives to reinsure group annuity insurance contracts that cover the pension obligations of certain of our European and Canadian pension plans. In accordance with local insurance regulations, our insurance captive is required to meet and maintain minimum solvency capital requirements. The Company elected to invest its solvency capital in a portfolio of available-for-sale securities, which are classified in the line item other assets in our condensed consolidated balance sheets because the assets are not available to satisfy our current obligations. As of September 26, 2014 and December 31, 2013, the Company's available-for-sale securities included solvency capital funds of \$856 million and \$667 million, respectively.

The Company's available-for-sale securities were included in the following line items in our condensed consolidated balance sheets (in millions):

	September 26, 2014	December 31, 2013
Cash and cash equivalents	\$ —	\$ 245
Marketable securities	3,141	2,861
Other investments	3,569	958
Other assets	986	778
Total available-for-sale securities	\$ 7,696	\$ 4,842

The contractual maturities of these available-for-sale securities as of September 26, 2014 were as follows (in millions):

	Cost	Fair Value
Within 1 year	\$1,240	\$1,241
After 1 year through 5 years	1,703	1,730
After 5 years through 10 years	129	139
After 10 years	380	385
Equity securities	2,752	4,201
Total available-for-sale securities	\$6,204	\$7,696

The Company expects that actual maturities may differ from the contractual maturities above because borrowers have the right to call or prepay certain obligations.

#### Cost Method Investments

Cost method investments are initially recorded at cost, and we record dividend income when applicable dividends are declared. Cost method investments are reported as other investments in our condensed consolidated balance sheets, and dividend income from cost method investments is reported in other income (loss) — net in our condensed consolidated statements of income. We review all of our cost method investments quarterly to determine if impairment indicators are present; however, we are not required to determine the fair value of these investments unless impairment indicators exist. When impairment indicators exist, we generally use discounted cash flow analyses to determine the fair value. We estimate that the fair values of our cost method investments approximated or exceeded their carrying values as of September 26, 2014 and December 31, 2013. Our cost method investments had a carrying value of \$167 million and \$162 million as of September 26, 2014 and December 31, 2013, respectively.

#### NOTE 4: INVENTORIES

Inventories consist primarily of raw materials and packaging (which include ingredients and supplies) and finished goods (which include concentrates and syrups in our concentrate operations and finished beverages in our finished product operations). Inventories are valued at the lower of cost or market. We determine cost on the basis of the average cost or first-in, first-out methods. Inventories consisted of the following (in millions):

	September 26, 2014	December 31, 2013
Raw materials and packaging	\$ 1,645	\$ 1,692
Finished goods	1,267	1,240
Other	365	345
Total inventories	\$ 3,277	\$ 3,277

#### NOTE 5: HEDGING TRANSACTIONS AND DERIVATIVE FINANCIAL INSTRUMENTS

The Company is directly and indirectly affected by changes in certain market conditions. These changes in market conditions may adversely impact the Company's financial performance and are referred to as "market risks." When deemed appropriate, our Company uses derivatives as a risk management tool to mitigate the potential impact of certain market risks. The primary market risks managed by the Company through the use of derivative instruments are foreign currency exchange rate risk, commodity price risk and interest rate risk.

The Company uses various types of derivative instruments including, but not limited to, forward contracts, commodity futures contracts, option contracts, collars and swaps. Forward contracts and commodity futures contracts are agreements to buy or sell a quantity of a currency or commodity at a predetermined future date, and at a predetermined rate or price. An option contract is an agreement that conveys the purchaser the right, but not the obligation, to buy or sell a quantity of a currency or commodity at a predetermined rate or price during a period or at a time in the future. A collar is a strategy that uses a combination of options to limit the range of possible positive or negative returns on an underlying asset or liability to a specific range, or to protect expected future cash flows. To do this, an investor simultaneously buys a put option and sells (writes) a call option, or alternatively buys a call option and sells (writes) a put option. A swap agreement is a contract between two parties to exchange cash flows based on specified underlying notional amounts, assets and/or indices. We do not enter into derivative financial instruments for trading purposes.

All derivatives are carried at fair value in our condensed consolidated balance sheets in the following line items, as applicable: prepaid expenses and other assets; other assets; accounts payable and accrued expenses; and other liabilities. The carrying values of the derivatives reflect the impact of legally enforceable master netting agreements and cash collateral held or placed with the same counterparties, as applicable. These master netting agreements allow the Company to net settle positive and negative positions (assets and liabilities) arising from different transactions with the same counterparty.

The accounting for gains and losses that result from changes in the fair values of derivative instruments depends on whether the derivatives have been designated and qualify as hedging instruments and the type of hedging relationships. Derivatives can be designated as fair value hedges, cash flow hedges or hedges of net investments in foreign operations. The changes in the fair values of derivatives that have been designated and qualify for fair value hedge accounting are recorded in the same line item in our condensed consolidated statements of income as the changes in the fair values of the hedged items attributable to the risk being hedged. The changes in the fair values of derivatives that have been designated and qualify as cash flow hedges or hedges of net investments in foreign operations are recorded in AOCI and are reclassified into the line item in our condensed consolidated statement of income in which the hedged items are recorded in the same period the hedged items affect earnings. Due to the high degree of effectiveness between the hedging instruments and the underlying exposures being hedged, fluctuations in the values of the derivative instruments are generally offset by changes in the fair values or cash flows of the underlying exposures being hedged. The changes in fair values of derivatives that were not designated and/or did not qualify as hedging instruments are immediately recognized into earnings.

For derivatives that will be accounted for as hedging instruments, the Company formally designates and documents, at inception, the financial instrument as a hedge of a specific underlying exposure, the risk management objective and the strategy for undertaking the hedge transaction. In addition, the Company formally assesses, both at inception and at least quarterly thereafter, whether the financial instruments used in hedging transactions are effective at offsetting changes in either the fair values or cash flows of the related underlying exposures. Any ineffective portion of a financial instrument's change in fair value is immediately recognized into earnings.

The Company determines the fair values of its derivatives based on quoted market prices or pricing models using current market rates. Refer to Note 14. The notional amounts of the derivative financial instruments do not necessarily represent amounts exchanged by the parties and, therefore, are not a direct measure of our exposure to the financial risks described above. The amounts exchanged are calculated by reference to the notional amounts and by other terms of the derivatives, such as interest rates, foreign currency exchange rates or other financial indices. The Company does not view the fair values of its derivatives in isolation, but rather in relation to the fair values or cash flows of the underlying hedged transactions or other exposures. Virtually all of our derivatives are straightforward

over-the-counter instruments with liquid markets.

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The following table presents the fair values of the Company's derivative instruments that were designated and qualified as part of a hedging relationship (in millions):

Derivatives Designated as Hedging Instruments	Balance Sheet Location <sup>1</sup>	Fair Value <sup>1,2</sup>	
		September 26, 2014	December 31, 2013
<b>Assets</b>			
Foreign currency contracts	Prepaid expenses and other assets	\$496	\$211
Foreign currency contracts	Other assets	181	109
Commodity contracts	Prepaid expenses and other assets	—	1
Interest rate contracts	Prepaid expenses and other assets	24	—
Interest rate contracts	Other assets	154	283
<b>Total assets</b>		<b>\$855</b>	<b>\$604</b>
<b>Liabilities</b>			
Foreign currency contracts	Accounts payable and accrued expenses	\$23	\$84
Foreign currency contracts	Other liabilities	109	40
Commodity contracts	Accounts payable and accrued expenses	1	1
Interest rate contracts	Other liabilities	5	—
<b>Total liabilities</b>		<b>\$138</b>	<b>\$125</b>

<sup>1</sup> All of the Company's derivative instruments are carried at fair value in our condensed consolidated balance sheets after considering the impact of legally enforceable master netting agreements and cash collateral held or placed with the same counterparties, as applicable. Current disclosure requirements mandate that derivatives must also be disclosed without reflecting the impact of master netting agreements and cash collateral. Refer to Note 14 for the net presentation of the Company's derivative instruments.

<sup>2</sup> Refer to Note 14 for additional information related to the estimated fair value.

The following table presents the fair values of the Company's derivative instruments that were not designated as hedging instruments (in millions):

Derivatives Not Designated as Hedging Instruments	Balance Sheet Location <sup>1</sup>	Fair Value <sup>1,2</sup>	
		September 26, 2014	December 31, 2013
<b>Assets</b>			
Foreign currency contracts	Prepaid expenses and other assets	\$64	\$21
Foreign currency contracts	Other assets	174	171
Commodity contracts	Prepaid expenses and other assets	36	33
Commodity contracts	Other assets	2	1
Other derivative instruments	Prepaid expenses and other assets	30	9
Other derivative instruments	Other assets	2	—
<b>Total assets</b>		<b>\$308</b>	<b>\$235</b>
<b>Liabilities</b>			
Foreign currency contracts	Accounts payable and accrued expenses	\$35	\$24
Foreign currency contracts	Other liabilities	44	—
Commodity contracts	Accounts payable and accrued expenses	42	23
Commodity contracts	Other liabilities	4	—
Interest rate contracts	Other liabilities	2	3
Other derivative instruments	Accounts payable and accrued expenses	2	—
<b>Total liabilities</b>		<b>\$129</b>	<b>\$50</b>

<sup>1</sup> All of the Company's derivative instruments are carried at fair value in our condensed consolidated balance sheets after considering the impact of legally enforceable master netting agreements and cash collateral held or placed with the same counterparties, as applicable. Current disclosure requirements mandate that derivatives must also be disclosed without reflecting the impact of master netting agreements and cash collateral. Refer to Note 14 for the net

presentation of the Company's derivative instruments.

<sup>2</sup> Refer to Note 14 for additional information related to the estimated fair value.

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### Credit Risk Associated with Derivatives

We have established strict counterparty credit guidelines and enter into transactions only with financial institutions of investment grade or better. We monitor counterparty exposures regularly and review any downgrade in credit rating immediately. If a downgrade in the credit rating of a counterparty were to occur, we have provisions requiring collateral in the form of U.S. government securities for substantially all of our transactions. To mitigate presettlement risk, minimum credit standards become more stringent as the duration of the derivative financial instrument increases. In addition, the Company's master netting agreements reduce credit risk by permitting the Company to net settle for transactions with the same counterparty. To minimize the concentration of credit risk, we enter into derivative transactions with a portfolio of financial institutions. Based on these factors, we consider the risk of counterparty default to be minimal.

### Cash Flow Hedging Strategy

The Company uses cash flow hedges to minimize the variability in cash flows of assets or liabilities or forecasted transactions caused by fluctuations in foreign currency exchange rates, commodity prices or interest rates. The changes in the fair values of derivatives designated as cash flow hedges are recorded in AOCI and are reclassified into the line item in our condensed consolidated statement of income in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in fair values of hedges that are determined to be ineffective are immediately reclassified from AOCI into earnings. The Company did not discontinue any cash flow hedging relationships during the nine months ended September 26, 2014 or September 27, 2013. The maximum length of time for which the Company hedges its exposure to future cash flows is typically three years.

The Company maintains a foreign currency cash flow hedging program to reduce the risk that our eventual U.S. dollar net cash inflows from sales outside the United States and U.S. dollar net cash outflows from procurement activities will be adversely affected by fluctuations in foreign currency exchange rates. We enter into forward contracts and purchase foreign currency options (principally euros and Japanese yen) and collars to hedge certain portions of forecasted cash flows denominated in foreign currencies. When the U.S. dollar strengthens against the foreign currencies, the decline in the present value of future foreign currency cash flows is partially offset by gains in the fair value of the derivative instruments. Conversely, when the U.S. dollar weakens, the increase in the present value of future foreign currency cash flows is partially offset by losses in the fair value of the derivative instruments. The total notional values of derivatives that were designated and qualified for the Company's foreign currency cash flow hedging program were \$10,412 million and \$8,450 million as of September 26, 2014 and December 31, 2013, respectively.

During the three months ended September 26, 2014, the Company entered into cross-currency swaps to hedge the changes in the cash flows of its euro-denominated debt due to changes in euro exchange rates. These swaps have been designated as cash flow hedges. The Company records the change in carrying value of the euro-denominated debt due to changes in exchange rates into earnings each period. The changes in fair value of the cross-currency swap derivatives are recorded into AOCI with an immediate reclassification into earnings for the change in fair value attributable to fluctuations in the euro exchange rates. These swaps have a notional amount of \$2,590 million as of September 26, 2014.

The Company has entered into commodity futures contracts and other derivative instruments on various commodities to mitigate the price risk associated with forecasted purchases of materials used in our manufacturing process. These derivative instruments have been designated and qualify as part of the Company's commodity cash flow hedging program. The objective of this hedging program is to reduce the variability of cash flows associated with future purchases of certain commodities. The total notional values of derivatives that were designated and qualified for the Company's commodity cash flow hedging program were \$16 million and \$26 million as of September 26, 2014 and December 31, 2013, respectively.

Our Company monitors our mix of short-term debt and long-term debt regularly. From time to time, we manage our risk to interest rate fluctuations through the use of derivative financial instruments. The Company has entered into interest rate swap agreements and has designated these instruments as part of the Company's interest rate cash flow hedging program. The objective of this hedging program is to mitigate the risk of adverse changes in benchmark interest rates on the Company's future interest payments. The total notional value of these interest rate swap



agreements that were designated and qualified for the Company's interest rate cash flow hedging program was \$1,828 million as of September 26, 2014 and December 31, 2013.

The following table presents the pretax impact that changes in the fair values of derivatives designated as cash flow hedges had on AOCI and earnings during the three months ended September 26, 2014 (in millions):

	Gain (Loss) Recognized in Other Comprehensive Income ("OCI")	Location of Gain (Loss) Recognized in Income <sup>1</sup>	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
Foreign currency contracts	\$490	Net operating revenues	\$19	\$—	
Foreign currency contracts	36	Cost of goods sold	5	—	2
Foreign currency contracts	(93	) Other income (loss) — net	(52	)—	
Interest rate contracts	(9	) Interest expense	—	—	
Commodity contracts	—	Cost of goods sold	1	—	
Total	\$424		\$(27	)\$—	

<sup>1</sup> The Company records gains and losses reclassified from AOCI into income for the effective portion and the ineffective portion, if any, to the same line items in our condensed consolidated statements of income.

<sup>2</sup> Includes a de minimis amount of ineffectiveness in the hedging relationship.

The following table presents the pretax impact that changes in the fair values of derivatives designated as cash flow hedges had on AOCI and earnings during the nine months ended September 26, 2014 (in millions):

	Gain (Loss) Recognized in OCI	Location of Gain (Loss) Recognized in Income <sup>1</sup>	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
Foreign currency contracts	\$378	Net operating revenues	\$62	\$—	2
Foreign currency contracts	15	Cost of goods sold	25	—	2
Foreign currency contracts	(93	) Other income (loss) — net	(52	)—	
Interest rate contracts	(100	) Interest expense	—	—	
Commodity contracts	1	Cost of goods sold	2	—	
Total	\$201		\$37	\$—	

<sup>1</sup> The Company records gains and losses reclassified from AOCI into income for the effective portion and the ineffective portion, if any, to the same line items in our condensed consolidated statements of income.

<sup>2</sup> Includes a de minimis amount of ineffectiveness in the hedging relationship.

The following table presents the pretax impact that changes in the fair values of derivatives designated as cash flow hedges had on AOCI and earnings during the three months ended September 27, 2013 (in millions):

	Gain (Loss) Recognized in OCI	Location of Gain (Loss) Recognized in Income <sup>1</sup>	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing)
Foreign currency contracts	\$(70	) Net operating revenues	\$53	\$—
Foreign currency contracts	(4	) Cost of goods sold	11	—
Interest rate contracts	4	Interest expense	(3	)—
Commodity contracts	—	Cost of goods sold	(1	)—

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Total \$ (70 ) \$ 60 \$ —

<sup>1</sup> The Company records gains and losses reclassified from AOCI into income for the effective portion and the ineffective portion, if any, to the same line items in our condensed consolidated statements of income.

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The following table presents the pretax impact that changes in the fair values of derivatives designated as cash flow hedges had on AOCI and earnings during the nine months ended September 27, 2013 (in millions):

	Gain (Loss) Recognized in OCI	Location of Gain (Loss) Recognized in Income <sup>1</sup>	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
Foreign currency contracts	\$ 150	Net operating revenues	\$ 123	\$ 1	
Foreign currency contracts	31	Cost of goods sold	21	—	
Interest rate contracts	155	Interest expense	(9)	)—	2
Commodity contracts	1	Cost of goods sold	(2)	)—	
Total	\$ 337		\$ 133	\$ 1	

<sup>1</sup> The Company records gains and losses reclassified from AOCI into income for the effective portion and the ineffective portion, if any, to the same line items in our condensed consolidated statements of income.

<sup>2</sup> Includes a de minimis amount of ineffectiveness in the hedging relationship.

As of September 26, 2014, the Company estimates that it will reclassify into earnings during the next 12 months \$208 million of gains from the pretax amount recorded in AOCI as the anticipated cash flows occur.

#### Fair Value Hedging Strategy

The Company uses interest rate swap agreements designated as fair value hedges to minimize exposure to changes in the fair value of fixed-rate debt that results from fluctuations in benchmark interest rates. The changes in fair values of derivatives designated as fair value hedges and the offsetting changes in fair values of the hedged items are recognized in earnings. The ineffective portions of these hedges are immediately recognized in earnings. As of September 26, 2014, such adjustments had cumulatively increased the carrying value of our long-term debt by \$22 million. When a derivative is no longer designated as a fair value hedge for any reason, including termination and maturity, the remaining unamortized difference between the carrying value of the hedged item at that time and the par value of the hedged item is amortized to earnings over the remaining life of the hedged item, or immediately if the hedged item has matured. The total notional values of derivatives that related to our fair value hedges of this type were \$6,600 million and \$5,600 million as of September 26, 2014 and December 31, 2013, respectively.

The Company also uses fair value hedges to minimize exposure to changes in the fair value of certain available-for-sale securities from fluctuations in foreign currency exchange rates. The changes in fair values of derivatives designated as fair value hedges and the offsetting changes in fair values of the hedged items are recognized in earnings. As a result, any difference is reflected in earnings as ineffectiveness. The total notional values of derivatives that related to our fair value hedges of this type were \$985 million and \$996 million as of September 26, 2014 and December 31, 2013, respectively.

The following table summarizes the pretax impact that changes in the fair values of derivatives designated as fair value hedges had on earnings during the three months ended September 26, 2014 and September 27, 2013 (in millions):

Fair Value Hedging Instruments	Location of Gain (Loss) Recognized in Income	Gain (Loss) Recognized in Income Three Months Ended	
		September 26, 2014	September 27, 2013
Interest rate swaps	Interest expense	\$(36)	)\$4
Fixed-rate debt	Interest expense	44	5
Net impact to interest expense		\$8	\$9

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Foreign currency contracts	Other income (loss) — net	\$12	\$39	
Available-for-sale securities	Other income (loss) — net	(18)	(45)	)
Net impact to other income (loss) — net		\$(6)	\$(6)	)
Net impact of fair value hedging instruments		\$2	\$3	

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The following table summarizes the pretax impact that changes in the fair values of derivatives designated as fair value hedges had on earnings during the nine months ended September 26, 2014 and September 27, 2013 (in millions):

Fair Value Hedging Instruments	Location of Gain (Loss) Recognized in Income	Gain (Loss) Recognized in Income	
		Nine Months Ended September 26, 2014	September 27, 2013
Interest rate swaps	Interest expense	\$(10)	\$(147)
Fixed-rate debt	Interest expense	29	181
Net impact to interest expense		\$19	\$34
Foreign currency contracts	Other income (loss) — net	\$(7)	\$32
Available-for-sale securities	Other income (loss) — net	(10)	(47)
Net impact to other income (loss) — net		\$(17)	\$(15)
Net impact of fair value hedging instruments		\$2	\$19

#### Hedges of Net Investments in Foreign Operations Strategy

The Company uses forward contracts to protect the value of our investments in a number of foreign subsidiaries. For derivative instruments that are designated and qualify as hedges of net investments in foreign operations, the changes in fair values of the derivative instruments are recognized in net foreign currency translation gain (loss), a component of AOCI, to offset the changes in the values of the net investments being hedged. Any ineffective portions of net investment hedges are reclassified from AOCI into earnings during the period of change. The total notional values of derivatives that were designated and qualified for the Company's net investments hedging program were \$1,921 million and \$2,024 million as of September 26, 2014 and December 31, 2013, respectively.

The following table presents the pretax impact that changes in the fair values of derivatives designated as net investment hedges had on AOCI during the three and nine months ended September 26, 2014 and September 27, 2013 (in millions):

	Gain (Loss) Recognized in OCI			
	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Foreign currency contracts	\$134	\$(22)	\$(8)	\$8

The Company did not reclassify any deferred gains or losses related to net investment hedges from AOCI into earnings during the three and nine months ended September 26, 2014 and September 27, 2013. In addition, the Company did not have any ineffectiveness related to net investment hedges during the three and nine months ended September 26, 2014 and September 27, 2013.

#### Economic (Nondesignated) Hedging Strategy

In addition to derivative instruments that are designated and qualify for hedge accounting, the Company also uses certain derivatives as economic hedges to primarily manage foreign currency, interest rate and commodity exposure. Although these derivatives were not designated and/or did not qualify for hedge accounting, they are effective economic hedges. The changes in fair values of economic hedges are immediately recognized into earnings. The Company uses foreign currency economic hedges to offset the earnings impact that fluctuations in foreign currency exchange rates have on certain monetary assets and liabilities denominated in nonfunctional currencies. The changes in fair values of economic hedges used to offset those monetary assets and liabilities are immediately recognized into earnings in the line item other income (loss) — net in our condensed consolidated statements of income. In addition, we use foreign currency economic hedges to minimize the variability in cash flows associated with fluctuations in foreign currency exchange rates. The changes in fair values of economic hedges used to offset the variability in U.S. dollar net cash flows are recognized into earnings in the line items net operating revenues or cost of goods sold in our condensed consolidated statements of income, as applicable. The total notional values of derivatives related to our foreign currency economic hedges were \$4,294 million and \$3,871 million as of September 26, 2014

and December 31, 2013, respectively.

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The Company also uses certain derivatives as economic hedges to mitigate the price risk associated with the purchase of materials used in the manufacturing process and for vehicle fuel. The changes in fair values of these economic hedges are immediately recognized into earnings in the line items net operating revenues, cost of goods sold, and selling, general and administrative expenses in our condensed consolidated statements of income, as applicable. The total notional values of derivatives related to our economic hedges of this type were \$1,164 million and \$1,441 million as of September 26, 2014 and December 31, 2013, respectively.

The following tables present the pretax impact that changes in the fair values of derivatives not designated as hedging instruments had on earnings during the three and nine months ended September 26, 2014 and September 27, 2013 (in millions):

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income	Three Months Ended	
		September 26, 2014	September 27, 2013
Foreign currency contracts	Net operating revenues	\$6	\$(2)
Foreign currency contracts	Other income (loss) — net	(70)	)47
Foreign currency contracts	Cost of goods sold	—	2
Commodity contracts	Net operating revenues	(9)	)2
Commodity contracts	Cost of goods sold	25	(3)
Commodity contracts	Selling, general and administrative expenses	(15)	)3
Other derivative instruments	Selling, general and administrative expenses	3	9
Other derivative instruments	Other income (loss) — net	18	—
Total		\$(42)	)\$58
Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income	Nine Months Ended	
		September 26, 2014	September 27, 2013
Foreign currency contracts	Net operating revenues	\$(12)	)\$2
Foreign currency contracts	Other income (loss) — net	(47)	)120
Foreign currency contracts	Cost of goods sold	—	2
Interest rate contracts	Interest expense	—	(3)
Commodity contracts	Net operating revenues	(9)	)1
Commodity contracts	Cost of goods sold	60	(147)
Commodity contracts	Selling, general and administrative expenses	(14)	)1
Other derivative instruments	Selling, general and administrative expenses	17	33
Other derivative instruments	Other income (loss) — net	26	—
Total		\$21	\$9

#### NOTE 6: DEBT AND BORROWING ARRANGEMENTS

During the nine months ended September 26, 2014, the Company issued \$3,537 million of long-term debt. The general terms of the notes issued are as follows:

• \$1,000 million total principal amount of notes due September 1, 2015, at a variable interest rate equal to the three-month London Interbank Offered Rate plus 0.01 percent;

• \$1,015 million total principal amount of euro notes due September 22, 2022 at a fixed interest rate of 1.125 percent; and

• \$1,522 million total principal amount of euro notes due September 22, 2026 at a fixed interest rate of 1.875 percent.

During the nine months ended September 26, 2014, the Company retired \$1,000 million of long-term debt upon maturity.



## NOTE 7: COMMITMENTS AND CONTINGENCIES

### Guarantees

As of September 26, 2014, we were contingently liable for guarantees of indebtedness owed by third parties of \$527 million, of which \$173 million related to variable interest entities. These guarantees are primarily related to third-party customers, bottlers, vendors and container manufacturing operations and have arisen through the normal course of business. These guarantees have various terms, and none of these guarantees was individually significant. The amount represents the maximum potential future payments that we could be required to make under the guarantees; however, we do not consider it probable that we will be required to satisfy these guarantees.

We believe our exposure to concentrations of credit risk is limited due to the diverse geographic areas covered by our operations.

### Legal Contingencies

The Company is involved in various legal proceedings. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Management has also identified certain other legal matters where we believe an unfavorable outcome is reasonably possible and/or for which no estimate of possible losses can be made. Management believes that the total liabilities to the Company that may arise as a result of currently pending legal proceedings will not have a material adverse effect on the Company taken as a whole.

During the period from 1970 to 1981, our Company owned Aqua-Chem, Inc., now known as Cleaver-Brooks, Inc. ("Aqua-Chem"). During that time, the Company purchased over \$400 million of insurance coverage, which also insures Aqua-Chem for some of its prior and future costs for certain product liability and other claims. A division of Aqua-Chem manufactured certain boilers that contained gaskets that Aqua-Chem purchased from outside suppliers. Several years after our Company sold this entity, Aqua-Chem received its first lawsuit relating to asbestos, a component of some of the gaskets. Aqua-Chem was first named as a defendant in asbestos lawsuits in or around 1985 and currently has approximately 40,000 active claims pending against it. In September 2002, Aqua-Chem notified our Company that it believed we were obligated for certain costs and expenses associated with its asbestos litigations. Aqua-Chem demanded that our Company reimburse it for approximately \$10 million for out-of-pocket litigation-related expenses. Aqua-Chem also demanded that the Company acknowledge a continuing obligation to Aqua-Chem for any future liabilities and expenses that are excluded from coverage under the applicable insurance or for which there is no insurance. Our Company disputes Aqua-Chem's claims, and we believe we have no obligation to Aqua-Chem for any of its past, present or future liabilities, costs or expenses. Furthermore, we believe we have substantial legal and factual defenses to Aqua-Chem's claims. The parties entered into litigation in Georgia to resolve this dispute, which was stayed by agreement of the parties pending the outcome of litigation filed in Wisconsin by certain insurers of Aqua-Chem. In that case, five plaintiff insurance companies filed a declaratory judgment action against Aqua-Chem, the Company and 16 defendant insurance companies seeking a determination of the parties' rights and liabilities under policies issued by the insurers and reimbursement for amounts paid by plaintiffs in excess of their obligations. During the course of the Wisconsin insurance coverage litigation, Aqua-Chem and the Company reached settlements with several of the insurers, including plaintiffs, who have paid or will pay funds into an escrow account for payment of costs arising from the asbestos claims against Aqua-Chem. On July 24, 2007, the Wisconsin trial court entered a final declaratory judgment regarding the rights and obligations of the parties under the insurance policies issued by the remaining defendant insurers, which judgment was not appealed. The judgment directs, among other things, that each insurer whose policy is triggered is jointly and severally liable for 100 percent of Aqua-Chem's losses up to policy limits. The court's judgment concluded the Wisconsin insurance coverage litigation. The Georgia litigation remains subject to the stay agreement. The Company and Aqua-Chem continued to negotiate with various insurers that were defendants in the Wisconsin insurance coverage litigation over those insurers' obligations to defend and indemnify Aqua-Chem for the asbestos-related claims. The Company anticipated that a final settlement with three of those insurers (the "Chartis insurers") would be finalized in May 2011, but such insurers repudiated their settlement commitments and, as a result, Aqua-Chem and the Company filed suit against them in Wisconsin state court to enforce the coverage-in-place settlement or, in the alternative, to obtain a declaratory judgment validating Aqua-Chem and the Company's interpretation of the court's judgment in the Wisconsin insurance coverage litigation. In February

2012, the parties filed and argued a number of cross-motions for summary judgment related to the issues of the enforceability of the settlement agreement and the exhaustion of policies underlying those of the Chartis insurers. The court granted defendants' motions for summary judgment that the 2011 Settlement Agreement and 2010 Term Sheet were not binding contracts but denied their similar motions related to the plaintiffs' claims for promissory and/or equitable estoppel. On or about May 15, 2012, the parties entered into a mutually agreeable settlement/stipulation resolving two major issues: exhaustion of underlying coverage and control of defense. On or about January 10, 2013, the parties reached a settlement of the estoppel claims and all of the remaining coverage issues, with the exception of one disputed issue relating to the scope of the Chartis insurers' defense obligations in two policy years. The trial court granted summary judgment in favor of the Company and Aqua-Chem on that one open issue and entered a final appealable judgment to that effect following the parties' settlement. On January 23, 2013, the Chartis insurers filed a notice of appeal of the trial court's summary judgment ruling. On October 29, 2013, the Wisconsin

Court of Appeals affirmed the grant of summary judgment in favor of the Company and Aqua-Chem. On November 27, 2013, the Chartis insurers filed a petition for review in the Supreme Court of Wisconsin, and on December 11, 2013, the Company filed its opposition to that petition. On April 16, 2014, the Supreme Court of Wisconsin denied the Chartis insurers' petition for review.

The Company is unable to estimate at this time the amount or range of reasonably possible loss it may ultimately incur as a result of asbestos-related claims against Aqua-Chem. The Company believes that assuming (1) the defense and indemnity costs for the asbestos-related claims against Aqua-Chem in the future are in the same range as during the past five years, and (2) the various insurers that cover the asbestos-related claims against Aqua-Chem remain solvent, regardless of the outcome of the coverage-in-place settlement litigation but taking into account the issues resolved to date, insurance coverage for substantially all defense and indemnity costs would be available for the next 10 to 15 years.

#### Tax Audits

The Company is involved in various tax matters, with respect to some of which the outcome is uncertain. We establish reserves to remove some or all of the tax benefit of any of our tax positions at the time we determine that it becomes uncertain based upon one of the following conditions: (1) the tax position is not "more likely than not" to be sustained, (2) the tax position is "more likely than not" to be sustained, but for a lesser amount, or (3) the tax position is "more likely than not" to be sustained, but not in the financial period in which the tax position was originally taken. For purposes of evaluating whether or not a tax position is uncertain, (1) we presume the tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information; (2) the technical merits of a tax position are derived from authorities such as legislation and statutes, legislative intent, regulations, rulings and case law and their applicability to the facts and circumstances of the tax position; and (3) each tax position is evaluated without consideration of the possibility of offset or aggregation with other tax positions taken. A number of years may elapse before a particular uncertain tax position is audited and finally resolved or when a tax assessment is raised. The number of years subject to tax assessments varies depending on the tax jurisdiction. The tax benefit that has been previously reserved because of a failure to meet the "more likely than not" recognition threshold would be recognized in our income tax expense in the first interim period when the uncertainty disappears under any one of the following conditions: (1) the tax position is "more likely than not" to be sustained, (2) the tax position, amount, and/or timing is ultimately settled through negotiation or litigation, or (3) the statute of limitations for the tax position has expired. Refer to Note 13.

#### Risk Management Programs

The Company has numerous global insurance programs in place to help protect the Company from the risk of loss. In general, we are self-insured for large portions of many different types of claims; however, we do use commercial insurance above our self-insured retentions to reduce the Company's risk of catastrophic loss. Our reserves for the Company's self-insured losses are estimated using actuarial methods and assumptions of the insurance industry, adjusted for our specific expectations based on our claim history. Our self-insurance reserves totaled \$543 million and \$537 million as of September 26, 2014 and December 31, 2013, respectively.

#### NOTE 8: COMPREHENSIVE INCOME

The following table summarizes the allocation of total comprehensive income between shareowners of The Coca-Cola Company and noncontrolling interests (in millions):

	Nine Months Ended September 26, 2014		
	Shareowners of The Coca-Cola Company	Noncontrolling Interests	Total
Consolidated net income	\$6,328	\$25	\$6,353
Other comprehensive income:			
Net foreign currency translation adjustment	(1,280)	(4)	(1,284)
Net gain (loss) on derivatives <sup>1</sup>	98	—	98
Net unrealized gain (loss) on available-for-sale securities <sup>2</sup>	723	—	723
Net change in pension and other benefit liabilities	48	—	48

Total comprehensive income	\$5,917	\$21	\$5,938
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<sup>1</sup> Refer to Note 5 for additional information related to the net gain or loss on derivative instruments designated and qualifying as cash flow hedging instruments.

<sup>2</sup> Refer to Note 3 for information related to the net unrealized gain or loss on available-for-sale securities.

The following tables present OCI attributable to shareowners of The Coca-Cola Company, including our proportionate share of equity method investees' OCI (in millions):

Three Months Ended September 26, 2014	Before-Tax Amount	Income Tax	After-Tax Amount
Foreign currency translation adjustments:			
Translation adjustment arising during the period	\$(1,166 )	\$(67 )	\$(1,233 )
Reclassification adjustments recognized in net income	—	—	—
Net foreign currency translation adjustments	(1,166 )	(67 )	(1,233 )
Derivatives:			
Unrealized gains (losses) arising during the period	419	(157 )	262
Reclassification adjustments recognized in net income	27	(11 )	16
Net gain (loss) on derivatives <sup>1</sup>	446	(168 )	278
Available-for-sale securities:			
Unrealized gains (losses) arising during the period	177	(99 )	78
Reclassification adjustments recognized in net income	(6 )	2 )	(4 )
Net change in unrealized gain (loss) on available-for-sale securities <sup>2</sup>	171	(97 )	74
Pension and other benefit liabilities:			
Net pension and other benefits arising during the period	19	(4 )	15
Reclassification adjustments recognized in net income	14	(5 )	9
Net change in pension and other benefit liabilities <sup>3</sup>	33	(9 )	24
Other comprehensive income (loss) attributable to The Coca-Cola Company	\$(516 )	\$(341 )	\$(857 )

<sup>1</sup> Refer to Note 5 for additional information related to the net gain or loss on derivative instruments designated and qualifying as cash flow hedging instruments.

<sup>2</sup> Includes reclassification adjustments related to divestitures of certain available-for-sale securities. Refer to Note 3 for additional information related to these divestitures.

<sup>3</sup> Refer to Note 12 for additional information related to the Company's pension and other postretirement benefit liabilities.

Nine Months Ended September 26, 2014	Before-Tax Amount	Income Tax	After-Tax Amount
Foreign currency translation adjustments:			
Translation adjustment arising during the period	\$(1,286 )	\$6	\$(1,280 )
Reclassification adjustments recognized in net income	—	—	—
Net foreign currency translation adjustments	(1,286 )	6	(1,280 )
Derivatives:			
Unrealized gains (losses) arising during the period	194	(73 )	121
Reclassification adjustments recognized in net income	(37 )	14 )	(23 )
Net gain (loss) on derivatives <sup>1</sup>	157	(59 )	98
Available-for-sale securities:			
Unrealized gains (losses) arising during the period	1,145	(415 )	730
Reclassification adjustments recognized in net income	(9 )	2 )	(7 )
Net change in unrealized gain (loss) on available-for-sale securities <sup>2</sup>	1,136	(413 )	723
Pension and other benefit liabilities:			
Net pension and other benefits arising during the period	27	(6 )	21
Reclassification adjustments recognized in net income	43	(16 )	27
Net change in pension and other benefit liabilities <sup>3</sup>	70	(22 )	48
Other comprehensive income (loss) attributable to The Coca-Cola Company	\$77	\$(488 )	\$(411 )

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Refer to Note 5 for additional information related to the net gain or loss on derivative instruments designated and qualifying as cash flow hedging instruments.

<sup>2</sup> Includes reclassification adjustments related to divestitures of certain available-for-sale securities. Refer to Note 3 for additional information related to these divestitures.

<sup>3</sup> Refer to Note 12 for additional information related to the Company's pension and other postretirement benefit liabilities.

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Three Months Ended September 27, 2013	Before-Tax Amount	Income Tax	After-Tax Amount
Foreign currency translation adjustments:			
Translation adjustment arising during the period	\$(639	) \$144	\$(495 )
Reclassification adjustments recognized in net income	26	—	26
Net foreign currency translation adjustments	(613	) 144	(469 )
Derivatives:			
Unrealized gains (losses) arising during the period	(69	) 25	(44 )
Reclassification adjustments recognized in net income	(60	) 22	(38 )
Net gain (loss) on derivatives <sup>1</sup>	(129	) 47	(82 )
Available-for-sale securities:			
Unrealized gains (losses) arising during the period	(152	) 53	(99 )
Reclassification adjustments recognized in net income	7	—	7
Net change in unrealized gain (loss) on available-for-sale securities <sup>2</sup>	(145	) 53	(92 )
Pension and other benefit liabilities:			
Net pension and other benefits arising during the period	(5	) —	(5 )
Reclassification adjustments recognized in net income	49	(17 )	32
Net change in pension and other benefit liabilities <sup>3</sup>	44	(17 )	27
Other comprehensive income (loss) attributable to The Coca-Cola Company	\$(843	) \$227	\$(616 )

<sup>1</sup> Refer to Note 5 for additional information related to the net gain or loss on derivative instruments designated and qualifying as cash flow hedging instruments.

<sup>2</sup> Includes reclassification adjustments related to divestitures of certain available-for-sale securities. Refer to Note 3 for additional information related to these divestitures.

<sup>3</sup> Refer to Note 12 for additional information related to the Company's pension and other postretirement benefit liabilities.

Nine Months Ended September 27, 2013	Before-Tax Amount	Income Tax	After-Tax Amount
Foreign currency translation adjustments:			
Translation adjustment arising during the period	\$(1,318	) \$37	\$(1,281 )
Reclassification adjustments recognized in net income	(194	) —	(194 )
Net foreign currency translation adjustments	(1,512	) 37	(1,475 )
Derivatives:			
Unrealized gains (losses) arising during the period	333	(128 )	205
Reclassification adjustments recognized in net income	(133	) 50	(83 )
Net gain (loss) on derivatives <sup>1</sup>	200	(78 )	122
Available-for-sale securities:			
Unrealized gains (losses) arising during the period	(108	) 33	(75 )
Reclassification adjustments recognized in net income	9	—	9
Net change in unrealized gain (loss) on available-for-sale securities <sup>2</sup>	(99	) 33	(66 )
Pension and other benefit liabilities:			
Net pension and other benefits arising during the period	20	(9 )	11
Reclassification adjustments recognized in net income	147	(53 )	94
Net change in pension and other benefit liabilities <sup>3</sup>	167	(62 )	105
Other comprehensive income (loss) attributable to The Coca-Cola Company	\$(1,244	) \$(70 )	\$(1,314 )

<sup>1</sup> Refer to Note 5 for additional information related to the net gain or loss on derivative instruments designated and qualifying as cash flow hedging instruments.

<sup>2</sup>

Includes reclassification adjustments related to divestitures of certain available-for-sale securities. Refer to Note 3 for additional information related to these divestitures.

<sup>3</sup> Refer to Note 12 for additional information related to the Company's pension and other postretirement benefit liabilities.



The following table presents the amounts and line items in our condensed consolidated statements of income where adjustments reclassified from AOCI into income were recorded during the three and nine months ended September 26, 2014 (in millions):

Description of AOCI Component	Location of Gain (Loss) Recognized in Income	Amount Reclassified from AOCI into Income	
		Three Months Ended September 26, 2014	Nine Months Ended September 26, 2014
<b>Derivatives:</b>			
Foreign currency contracts	Net operating revenues	\$(19	)(62
Foreign currency and commodity contracts	Cost of goods sold	(6	)(27
Foreign currency contracts	Other income (loss) — net	52	52
	Income before income taxes	27	(37
	Income taxes	(11	)14
	Consolidated net income	\$16	\$(23
<b>Available-for-sale securities:</b>			
Sale of securities	Other income (loss) — net	\$(6	)(9
	Income before income taxes	(6	)(9
	Income taxes	2	2
	Consolidated net income	\$(4	)(7
<b>Pension and other benefit liabilities:</b>			
Amortization of net actuarial loss	*	\$18	\$56
Amortization of prior service cost (credit)	*	(4	)(13
	Income before income taxes	14	43
	Income taxes	(5	)(16
	Consolidated net income	\$9	\$27

This component of AOCI is included in the Company's computation of net periodic benefit cost and is not \*reclassified out of AOCI into a single line item in our condensed consolidated statements of income in its entirety.

Refer to Note 12 for additional information.

#### NOTE 9: CHANGES IN EQUITY

The following table provides a reconciliation of the beginning and ending carrying amounts of total equity, equity attributable to shareowners of The Coca-Cola Company and equity attributable to noncontrolling interests (in millions):

	Total	Shareowners of The Coca-Cola Company				Treasury Stock	Non- controlling Interests
		Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Capital Surplus		
December 31, 2013	\$33,440	\$61,660	\$ (3,432	)\$ 1,760	\$12,276	\$(39,091	)\$ 267
Comprehensive income (loss)	5,938	6,328	(411	)—	—	—	21
Dividends paid/payable to shareowners of	(4,016	)(4,016	)—	—	—	—	—
The Coca-Cola Company							
Dividends paid to noncontrolling interests	(21	)—	—	—	—	—	(21
Business combinations including purchase accounting adjustments	(27	)—	—	—	—	—	(27
Purchases of treasury stock	(2,887	)—	—	—	—	(2,887	)—

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Impact of employee stock option and restricted stock plans	1,242	—	—	—	625	617	—
September 26, 2014	\$33,669	\$63,972	\$ (3,843	)\$ 1,760	\$12,901	\$(41,361 )	\$ 240

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**NOTE 10: SIGNIFICANT OPERATING AND NONOPERATING ITEMS****Other Operating Charges**

During the three months ended September 26, 2014, the Company incurred other operating charges of \$128 million. These charges primarily consisted of \$84 million due to the Company's productivity and reinvestment program and \$34 million due to the integration of our German bottling and distribution operations. The Company also recorded a loss of \$2 million as a result of the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner. Refer to Note 11 for additional information on the Company's productivity, integration and restructuring initiatives. Refer to Note 15 for the impact these charges had on our operating segments.

During the nine months ended September 26, 2014, the Company recorded other operating charges of \$457 million. These charges primarily consisted of \$259 million due to the Company's productivity and reinvestment program and \$142 million due to the integration of our German bottling and distribution operations. In addition, the Company recorded a loss of \$27 million as a result of the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner. The Company also incurred a charge of \$21 million due to the write-down of receivables related to sales of concentrate to our bottling partner in Venezuela as a result of limited government-approved exchange rate conversion mechanisms. Refer to Note 11 for additional information on the Company's productivity, integration and restructuring initiatives. Refer to Note 15 for the impact these charges had on our operating segments.

During the three months ended September 27, 2013, the Company incurred other operating charges of \$341 million. These charges primarily consisted of \$190 million due to the impairment of certain intangible assets described below; \$97 million due to the Company's productivity and reinvestment program; and \$45 million due to the integration of our German bottling and distribution operations. Refer to Note 11 for additional information on the Company's productivity, integration and restructuring initiatives. Refer to Note 14 for additional information on the impairment charges recorded. Refer to Note 15 for the impact these charges had on our operating segments.

During the nine months ended September 27, 2013, the Company incurred other operating charges of \$594 million. These charges primarily consisted of \$312 million due to the Company's productivity and reinvestment program; \$190 million due to the impairment of certain intangible assets described below; and \$86 million primarily due to the integration of our German bottling and distribution operations. Refer to Note 11 for additional information on the Company's productivity, integration and restructuring initiatives. Refer to Note 14 for additional information on the impairment charges recorded. Refer to Note 15 for the impact these charges had on our operating segments.

During the three and nine months ended September 27, 2013, the Company recorded charges of \$190 million related to certain intangible assets. These charges included \$108 million related to the impairment of trademarks recorded in our Bottling Investments and Asia Pacific operating segments. These impairments were primarily due to a strategic decision to phase out certain local-market value brands which resulted in a change in the expected useful life of the intangible assets. The charges were determined by comparing the fair value of the trademarks, derived using discounted cash flow analyses, to the current carrying value. Additionally, the remaining charge of \$82 million related to goodwill recorded in our Bottling Investments operating segment. This charge was primarily the result of management's revised outlook on market conditions and volume performance. The total impairment charges of \$190 million were recorded in our Corporate operating segment in the line item other operating charges in our condensed consolidated statements of income.

**Other Nonoperating Items****Equity Income (Loss) — Net**

During the three and nine months ended September 26, 2014, the Company recorded net charges of \$8 million and \$41 million, respectively, in the line item equity income (loss) — net. During the three and nine months ended September 27, 2013, the Company recorded a net gain of \$8 million and a net charge of \$34 million, respectively, in the line item equity income (loss) — net. These amounts represent the Company's proportionate share of unusual or infrequent items recorded by certain of our equity method investees, including charges incurred by an equity method investee due to the devaluation of the Venezuelan bolivar. Refer to Note 15 for the impact these items had on our operating segments.

Other Income (Loss) — Net

During the three months ended September 26, 2014, the Company recorded charges of \$270 million due to the refranchising of certain territories in North America. Refer to Note 2 for more information related to these charges and Note 15 for the impact this charge had on our operating segments.

During the nine months ended September 26, 2014, the Company recorded charges of \$410 million due to the refranchising of certain territories in North America. The Company also incurred a charge of \$226 million due to the expansion of the Venezuelan government's currency conversion markets. Refer to Note 2 for more information related to the North America

refranchising, Note 1 for more information related to the charge due to the change in Venezuelan exchange rates and Note 15 for the impact these charges had on our operating segments.

During the three and nine months ended September 27, 2013, the Company recorded a gain of \$615 million in the line item other income (loss) — net. This gain was due to the deconsolidation of our Brazilian bottling operations as a result of their combination with an independent bottling partner. Refer to Note 2 for additional information on this transaction. Refer to Note 15 for the impact this gain had on our operating segments.

In 2012, four of the Company's Japanese bottling partners announced their intent to merge as Coca-Cola East Japan Bottling Company, Ltd. ("CCEJ"), a publicly traded entity, through a share exchange. The merger was completed effective July 1, 2013. The terms of the merger agreement included the issuance of new shares of one of the publicly traded bottlers in exchange for 100 percent of the outstanding shares of the remaining three bottlers according to an agreed-upon share exchange ratio. As a result, the Company recorded a gain of \$30 million during the three months ended September 27, 2013, based on the value of the shares it received on July 1, 2013. This gain partially offset a loss of \$144 million the Company recorded during the second quarter of 2013 for those investments in which the Company's carrying value was higher than the fair value of the shares expected to be received. In total, the Company recorded a net loss of \$114 million during the nine months ended September 27, 2013, related to our investment in the entities that merged to form CCEJ. Refer to Note 15 for the impact these items had on our operating segments.

During the nine months ended September 27, 2013, the Company also recorded a gain of \$139 million due to Coca-Cola FEMSA, an equity method investee, issuing additional shares of its own stock during the period at a per share amount greater than the carrying value of the Company's per share investment. Accordingly, the Company is required to treat this type of transaction as if the Company sold a proportionate share of its investment in Coca-Cola FEMSA. Refer to Note 15 for the impact this gain had on our operating segments.

In addition to the items above, during the nine months ended September 27, 2013, the Company recorded a charge of \$140 million in the line item other income (loss) — net due to the Venezuelan government announcing a currency devaluation. As a result of this devaluation, the Company remeasured the net assets related to its operations in Venezuela. Refer to Note 1 for more information related to this charge and Note 15 for the impact this charge had on our operating segments.

#### NOTE 11: PRODUCTIVITY, INTEGRATION AND RESTRUCTURING INITIATIVES

##### Productivity and Reinvestment

In February 2012, the Company announced a four-year productivity and reinvestment program designed to further enable our efforts to strengthen our brands and reinvest our resources to drive long-term profitable growth. This program is focused on the following initiatives: global supply chain optimization; global marketing and innovation effectiveness; operating expense leverage and operational excellence; data and information technology systems standardization; and further integration of Coca-Cola Enterprises Inc.'s former North America business.

In February 2014, the Company announced that we are expanding our productivity and reinvestment program to drive an incremental \$1 billion in productivity by 2016 that will primarily be redirected into increased media investments. Our incremental productivity goal consists of two relatively equal components. First, we will expand savings through global supply chain optimization, data and information technology systems standardization, and resource and cost reallocation. These savings will be reinvested in global brand-building initiatives, with an emphasis on increased media spending. Second, we will increase the effectiveness of our marketing investments by transforming our marketing and commercial model to redeploy resources into more consumer-facing marketing investments to accelerate growth.

As of September 26, 2014, the Company has incurred total pretax expenses of \$1,023 million related to our productivity and reinvestment program since the plan commenced. These expenses were recorded in the line item other operating charges in our condensed consolidated statements of income. Refer to Note 15 for the impact these charges had on our operating segments. Outside services reported in the table below primarily relate to expenses in connection with legal, outplacement and consulting activities. Other direct costs reported in the table below include, among other items, internal and external costs associated with the development, communication, administration and implementation of these initiatives; accelerated depreciation on certain fixed assets; losses on disposal of certain assets; contract termination fees; and relocation costs.



The following table summarizes the balance of accrued expenses related to these productivity and reinvestment initiatives and the changes in the accrued amounts as of and for the three months ended September 26, 2014 (in millions):

	Accrued Balance June 27, 2014	Costs Incurred Three Months Ended September 26, 2014	Payments	Noncash and Exchange	Accrued Balance September 26, 2014
Severance pay and benefits	\$43	\$12	\$(18)	\$(1)	)\$36
Outside services	4	21	(22)	—	3
Other direct costs	14	51	(49)	(2)	)14
Total	\$61	\$84	\$(89)	\$(3)	)\$53

The following table summarizes the balance of accrued expenses related to these productivity and reinvestment initiatives and the changes in the accrued amounts as of and for the nine months ended September 26, 2014 (in millions):

	Accrued Balance December 31, 2013	Costs Incurred Nine Months Ended September 26, 2014	Payments	Noncash and Exchange	Accrued Balance September 26, 2014
Severance pay and benefits	\$88	\$26	\$(77)	\$(1)	)\$36
Outside services	6	52	(55)	—	3
Other direct costs	18	181	(162)	(23)	)14
Total	\$112	\$259	\$(294)	\$(24)	)\$53

#### Integration of Our German Bottling and Distribution Operations

In 2008, the Company began an integration initiative related to the 18 German bottling and distribution operations acquired in 2007. The Company incurred expenses of \$34 million and \$142 million related to this initiative during the three and nine months ended September 26, 2014, respectively, and has incurred total pretax expenses of \$769 million related to this initiative since it commenced. These charges were recorded in the line item other operating charges in our condensed consolidated statements of income and impacted the Bottling Investments operating segment. The expenses recorded in connection with these integration activities have been primarily due to involuntary terminations. The Company had \$124 million and \$127 million accrued related to these integration costs as of September 26, 2014 and December 31, 2013, respectively.

We are currently reviewing additional restructuring opportunities within the German bottling and distribution operations, including integration costs related to information technology and other initiatives. If implemented, these initiatives will result in additional charges in future periods. However, as of September 26, 2014, the Company has not finalized any additional plans.

## NOTE 12: PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

Net periodic benefit cost for our pension and other postretirement benefit plans consisted of the following (in millions):

	Pension Benefits		Other Benefits	
	Three Months Ended			
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Service cost	\$62	\$ 69	\$7	\$9
Interest cost	101	93	11	10
Expected return on plan assets	(179)	(163)	(3)	(2)
Amortization of prior service cost (credit)	—	(1)	(4)	(3)
Amortization of net actuarial loss	18	50	—	3
Net periodic benefit cost (credit)	\$2	\$ 48	\$11	\$17
Settlement charge	—	—	—	—
Total cost (credit) recognized in statements of income	\$2	\$ 48	\$11	\$17
	Pension Benefits		Other Benefits	
	Nine Months Ended			
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Service cost	\$196	\$ 207	\$20	\$27
Interest cost	304	282	32	31
Expected return on plan assets	(537)	(492)	(9)	(7)
Amortization of prior service cost (credit)	(1)	(2)	(12)	(8)
Amortization of net actuarial loss	54	149	2	9
Net periodic benefit cost (credit)	\$16	\$ 144	\$33	\$52
Settlement charge	2	—	—	—
Total cost (credit) recognized in statements of income	\$18	\$ 144	\$33	\$52

During the nine months ended September 26, 2014, the Company contributed \$168 million to our pension plans, and we anticipate making additional contributions of approximately \$48 million to our pension plans during the remainder of 2014. The Company contributed \$574 million to our pension plans during the nine months ended September 27, 2013.

## NOTE 13: INCOME TAXES

Our effective tax rate reflects the benefits of having significant operations outside the United States, which are generally taxed at rates lower than the U.S. statutory rate of 35 percent. As a result of employment actions and capital investments made by the Company, certain tax jurisdictions provide income tax incentive grants, including Brazil, Costa Rica, Singapore and Swaziland. The terms of these grants expire from 2015 to 2023. We anticipate that we will be able to extend or renew the grants in these locations. In addition, our effective tax rate reflects the benefits of having significant earnings generated in investments accounted for under the equity method of accounting, which are generally taxed at rates lower than the U.S. statutory rate.

At the end of each interim period, we make our best estimate of the effective tax rate expected to be applicable for the full fiscal year. This estimate reflects, among other items, our best estimate of operating results and foreign currency exchange rates. Based on current tax laws, the Company's estimated effective tax rate for 2014 is 22.5 percent.

However, in arriving at this estimate we do not include the estimated impact of unusual and/or infrequent items, which may cause significant variations in the customary relationship between income tax expense and income before income taxes.

The Company recorded income tax expense of \$538 million (20.2 percent effective tax rate) and \$925 million (27.4 percent effective tax rate) during the three months ended September 26, 2014 and September 27, 2013, respectively. The Company recorded income tax expense of \$1,896 million (23.0 percent effective tax rate) and \$2,331 million (25.2 percent effective tax rate) during the nine months ended September 26, 2014 and September 27, 2013,



respectively.

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The following table illustrates the tax expense (benefit) associated with unusual and/or infrequent items for the interim periods presented (in millions):

	Three Months Ended		Nine Months Ended					
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013				
Asset impairments	\$—	\$ —	8	\$ —	8			
Productivity and reinvestment program	(30	) <sup>1</sup> (37	) <sup>9</sup> (96	) <sup>1</sup> (115	) <sup>9</sup>			
Other productivity, integration and restructuring initiatives	—	2	1	10	—	2	2	10
Transaction gains and losses	(96	) <sup>3</sup> 255	11	(147	) <sup>4</sup> 303	12		
Certain tax matters	(29	) <sup>5</sup> (20	) <sup>13</sup> 2	5	(20	) <sup>13</sup>		
Other — net	(2	) <sup>6</sup> 4	14	6	7	—	15	

<sup>1</sup> Related to charges of \$84 million and \$259 million during the three and nine months ended September 26, 2014, respectively. These charges were due to the Company's productivity and reinvestment program. Refer to Note 10 and Note 11.

<sup>2</sup> Related to charges of \$34 million and \$142 million during the three and nine months ended September 26, 2014, respectively. These charges were due to the integration of our German bottling and distribution operations. Refer to Note 10 and Note 11.

<sup>3</sup> Related to charges of \$277 million including \$270 million due to refranchising certain North America territories. Refer to Note 2.

<sup>4</sup> Related to charges of \$417 million including \$410 million due to refranchising certain North America territories. Refer to Note 2.

<sup>5</sup> Primarily related to prior year audit settlements and amounts required to be recorded for changes to our uncertain tax positions, including interest and penalties, of which the components of the net change are individually insignificant.

<sup>6</sup> Related to charges of \$14 million that consisted of \$5 million due to the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner, and \$8 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 10.

<sup>7</sup> Related to charges of \$319 million that primarily consisted of \$268 million due to the expansion of the Venezuelan government's currency conversion markets, including a write-down of receivables from our bottling partner in Venezuela, \$30 million due to the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner, and \$20 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 1 and Note 10.

<sup>8</sup> Related to charges of \$190 million due to the impairment of certain of the Company's intangible assets. Refer to Note 10 and Note 14.

<sup>9</sup> Related to charges of \$97 million and \$312 million during the three and nine months ended September 27, 2013, respectively. These charges were due to the Company's productivity and reinvestment program. Refer to Note 10 and Note 11.

<sup>10</sup> Related to net charges of \$43 million and \$82 million during the three and nine months ended September 27, 2013, respectively. These charges were primarily due to the integration of our German bottling and distribution operations. Refer to Note 10 and Note 11.

<sup>11</sup> Related to a net gain of \$585 million consisting of the following items: a gain of \$615 million due to the deconsolidation of our Brazilian bottling operations upon their combination with an independent bottler; a gain of \$30 million due to the merger of four of the Company's Japanese bottling partners; and charges of \$60 million due to the deferral of revenue and corresponding gross profit associated with the intercompany portion of our concentrate sales to CCEJ and the newly combined Brazilian operations until the finished beverage products made from those concentrates are sold to a third party. Refer to Note 2, Note 10 and Note 14.

<sup>12</sup>

Related to a net gain of \$574 million that primarily consisted of the following items: a gain of \$615 million related to the deconsolidation of our Brazilian bottling operations upon their combination with an independent bottler; a gain of \$139 million the Company recognized as a result of Coca-Cola FEMSA issuing additional shares of its own stock during the period at a per share amount greater than the carrying value of the Company's per share investment; a net loss of \$114 million due to the merger of four of the Company's Japanese bottling partners; and charges of \$60 million due to the deferral of revenue and corresponding gross profit associated with the intercompany portion of our concentrate sales to CCEJ and the newly combined Brazilian bottling operations until the finished beverage products made from those concentrates are sold to a third party. Refer to Note 2, Note 10 and Note 14.

<sup>13</sup> Related to amounts required to be recorded for changes to our uncertain tax positions, including interest and penalties. The components of the net change in uncertain tax positions were individually insignificant.

<sup>14</sup> Related to a net charge of \$3 million that consisted of a charge of \$11 million associated with certain of the Company's fixed assets, partially offset by a net gain of \$8 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 10.

<sup>15</sup> Related to charges of \$205 million that primarily consisted of the following items: a charge of \$23 million due to the early extinguishment of certain long-term debt; a charge of \$149 million due to the devaluation of the Venezuelan bolivar; a net charge of \$25 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity investees; and a charge of \$11 million associated with certain of the Company's fixed assets. Refer to Note 10.

**NOTE 14: FAIR VALUE MEASUREMENTS**

Accounting principles generally accepted in the United States define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1. We value assets and liabilities included in this level using dealer and broker quotations, certain pricing models, bid prices, quoted prices for similar assets and liabilities in active markets, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

**Recurring Fair Value Measurements**

In accordance with accounting principles generally accepted in the United States, certain assets and liabilities are required to be recorded at fair value on a recurring basis. For our Company, the only assets and liabilities that are adjusted to fair value on a recurring basis are investments in equity and debt securities classified as trading or available-for-sale and derivative financial instruments. Additionally, the Company adjusts the fair value of long-term debt as a result of the Company's fair value hedging strategy.

**Investments in Trading and Available-for-Sale Securities**

The fair values of our investments in trading and available-for-sale securities using quoted market prices from daily exchange traded markets are based on the closing price as of the balance sheet date and are classified as Level 1. The fair values of our investments in trading and available-for-sale securities classified as Level 2 are priced using quoted market prices for similar instruments or nonbinding market prices that are corroborated by observable market data. Inputs into these valuation techniques include actual trade data, benchmark yields, broker/dealer quotes, and other similar data. These inputs are obtained from quoted market prices, independent pricing vendors or other sources.

**Derivative Financial Instruments**

The fair values of our futures contracts are primarily determined using quoted contract prices on futures exchange markets. The fair values of these instruments are based on the closing contract price as of the balance sheet date and are classified as Level 1.

The fair values of our derivative instruments other than exchange-traded contracts are determined using standard valuation models. The significant inputs used in these models are readily available in public markets or can be derived from observable market transactions and therefore have been classified as Level 2. Inputs used in these standard valuation models for derivative instruments other than futures include the applicable exchange rates, forward rates, interest rates and discount rates. The standard valuation model for options also uses implied volatility as an additional input. The discount rates are based on the historical U.S. Deposit or U.S. Treasury rates, and the implied volatility specific to options is based on quoted rates from financial institutions.

Included in the fair value of derivative instruments is an adjustment for nonperformance risk. The adjustment is based on the current one-year credit default swap ("CDS") rate applied to each contract, by counterparty. We use our counterparty's CDS rate when we are in an asset position and our own CDS rate when we are in a liability position. The adjustment for nonperformance risk did not have a significant impact on the estimated fair value of our derivative instruments.

The following table summarizes those assets and liabilities measured at fair value on a recurring basis as of September 26, 2014 (in millions):

	Level 1	Level 2	Level 3	Netting Adjustment <sup>1</sup>	Fair Value Measurements	
Assets						
Trading securities <sup>2</sup>	\$217	\$174	\$4	\$—	\$ 395	
Available-for-sale securities <sup>2</sup>	4,196	3,373	127	<sup>3</sup> —	7,696	
Derivatives <sup>4</sup>	22	1,141	—	(207	)956	5
Total assets	\$4,435	\$4,688	\$131	\$(207	)\$ 9,047	
Liabilities						
Derivatives <sup>4</sup>	\$2	\$265	\$—	\$(207	)\$ 60	5
Total liabilities	\$2	\$265	\$—	\$(207	)\$ 60	

<sup>1</sup> Amounts represent the impact of legally enforceable master netting agreements that allow the Company to settle positive and negative positions and also cash collateral held or placed with the same counterparties. There are no amounts subject to legally enforceable master netting agreements that management has chosen not to offset or that do not meet the offsetting requirements.

<sup>2</sup> Refer to Note 3 for additional information related to the composition of our trading securities and available-for-sale securities.

<sup>3</sup> Primarily related to long-term debt securities that mature in 2018.

<sup>4</sup> Refer to Note 5 for additional information related to the composition of our derivative portfolio.

<sup>5</sup> The Company's derivative financial instruments are recorded at fair value in our condensed consolidated balance sheet as follows: \$443 million in the line item prepaid expenses and other assets; \$513 million in the line item other assets; \$3 million in the line item accounts payable and accrued expenses; and \$57 million in the line item other liabilities. Refer to Note 5 for additional information related to the composition of our derivative portfolio.

The following table summarizes those assets and liabilities measured at fair value on a recurring basis as of December 31, 2013 (in millions):

	Level 1	Level 2	Level 3	Netting Adjustment <sup>1</sup>	Fair Value Measurements	
Assets						
Trading securities <sup>2</sup>	\$206	\$163	\$3	\$—	\$ 372	
Available-for-sale securities <sup>2</sup>	1,453	3,281	108	<sup>3</sup> —	4,842	
Derivatives <sup>4</sup>	17	822	—	(150	)689	5
Total assets	\$1,676	\$4,266	\$111	\$(150	)\$ 5,903	
Liabilities						
Derivatives <sup>4</sup>	\$10	\$165	\$—	\$(151	)\$ 24	5
Total liabilities	\$10	\$165	\$—	\$(151	)\$ 24	

<sup>1</sup> Amounts represent the impact of legally enforceable master netting agreements that allow the Company to settle positive and negative positions and also cash collateral held or placed with the same counterparties. There are no amounts subject to legally enforceable master netting agreements that management has chosen not to offset or that do not meet the offsetting requirements.

<sup>2</sup> Refer to Note 3 for additional information related to the composition of our trading securities and available-for-sale securities.

<sup>3</sup> Primarily related to long-term debt securities that mature in 2018.

<sup>4</sup> Refer to Note 5 for additional information related to the composition of our derivative portfolio.

<sup>5</sup> The Company's derivative financial instruments are recorded at fair value in our condensed consolidated balance sheet as follows: \$129 million in the line item prepaid expenses and other assets; \$560 million in the line item other assets; \$12 million in the line item accounts payable and accrued expenses; and \$12 million in the line item other liabilities. Refer to Note 5 for additional information related to the composition of our derivative portfolio.

Gross realized and unrealized gains and losses on Level 3 assets and liabilities were not significant for the three and nine months ended September 26, 2014 and September 27, 2013.

The Company recognizes transfers between levels within the hierarchy as of the beginning of the reporting period. Gross transfers between levels within the hierarchy were not significant for the three and nine months ended September 26, 2014 and September 27, 2013.

### Nonrecurring Fair Value Measurements

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company records assets and liabilities at fair value on a nonrecurring basis as required by accounting principles generally accepted in the United States. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges. The gains or losses on assets measured at fair value on a nonrecurring basis for the three and nine months ended September 26, 2014 and September 27, 2013 are summarized in the table below (in millions):

	Gains (Losses)			
	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Assets held for sale	\$(236 ) <sup>1</sup>	\$ —	\$(236 ) <sup>1</sup>	\$ —
Intangible assets	—	(190 ) <sup>2</sup>	—	(190 ) <sup>2</sup>
Valuation of shares in equity method investee	—	—	—	139 <sup>4</sup>
Exchange of investment in equity securities	—	30 <sup>3</sup>	—	(114 ) <sup>5</sup>
Total	\$(236 )	\$ (160 )	\$(236 )	\$ (165 )

As of September 26, 2014, the Company had entered into agreements to rebrand additional territories in North America. These operations met the criteria to be classified as held for sale in our condensed consolidated balance sheet as of September 26, 2014, and we were required to record their assets and liabilities at the lower of carrying value or fair value less any costs to sell based on the agreed-upon sale price. The Company recognized a noncash loss of \$236 million during the three and nine months ended September 26, 2014 as a result of writing down the assets to their fair value less costs to sell. The loss was calculated based on Level 3 inputs. Refer to Note 2.

The Company recognized a loss of \$190 million due to impairment charges on certain intangible assets. The charges were primarily determined by comparing the fair value of the assets to the current carrying value. The fair value of the assets was derived using discounted cash flow analyses based on Level 3 inputs. Refer to Note 10.

The Company recognized a gain of \$30 million on the exchange of shares it previously owned in certain equity method investees for shares in CCEJ, a newly formed entity. The gain represents the difference between the carrying value of the shares the Company relinquished and the fair value of the CCEJ shares received as a result of the transaction. The gain and the initial carrying value of the Company's investment were calculated based on Level 1 inputs. The Company accounts for its investment in CCEJ under the equity method of accounting. Refer to Note 10.

The Company recognized a gain of \$139 million during the nine months ended September 27, 2013. This gain resulted from Coca-Cola FEMSA issuing additional shares of its own stock at a per share amount greater than the carrying value of the Company's per share investment. Accordingly, the Company is required to treat this type of transaction as if the Company had sold a proportionate share of its investment in Coca-Cola FEMSA. This gain was determined using Level 1 inputs. Refer to Note 10.

The Company recognized a net loss of \$114 million on the exchange of shares it previously owned in certain equity method investees for shares in the newly formed entity CCEJ. CCEJ is also an equity method investee. The net loss represents the difference between the carrying value of the shares the Company relinquished and the fair value of the CCEJ shares received as a result of the transaction. The net loss and the initial carrying value of the Company's investment were calculated based on Level 1 inputs. Refer to Note 10.

### Other Fair Value Disclosures

The carrying amounts of cash and cash equivalents; short-term investments; receivables; accounts payable and accrued expenses; and loans and notes payable approximate their fair values because of the relatively short-term maturities of these instruments.

The fair value of our long-term debt is estimated using Level 2 inputs based on quoted prices for those or similar instruments. As of September 26, 2014, the carrying amount and fair value of our long-term debt, including the current portion, were \$22,635 million and \$23,190 million, respectively. As of December 31, 2013, the carrying amount and fair value of our long-term debt, including the current portion, were \$20,178 million and \$20,352 million, respectively.





## NOTE 15: OPERATING SEGMENTS

Effective January 1, 2014, the Company changed the name of the Pacific segment to Asia Pacific. This change did not impact the results of the segments, but the name of the segment has been updated in all information presented herein. Information about our Company's operations as of and for the three months ended September 26, 2014 and September 27, 2013, by operating segment, is as follows (in millions):

	Eurasia & Africa	Europe	Latin America	North America	Asia Pacific	Bottling Investments	Corporate	Elimination	Consolidated
2014									
Net operating revenues:									
Third party	\$ 709	\$ 1,242	\$ 1,161	\$ 5,596	\$ 1,421	\$ 1,804	\$ 43	\$ —	\$ 11,976
Intersegment	—	187	16	3	154	19	—	(379)	) —
Total net revenues	709	1,429	1,177	5,599	1,575	1,823	43	(379)	) 11,976
Operating income (loss)	265	752	653	760	638	14	(371)	) —	2,711
Income (loss) before income taxes	272	763	654	486	648	205	(368)	) —	2,660
Identifiable operating assets	1,421	3,610	2,777	33,750	1,934	6,887	31,616	—	81,995
Noncurrent investments	1,162	98	790	43	158	9,381	2,687	—	14,319
2013									
Net operating revenues:									
Third party	\$ 669	\$ 1,232	\$ 1,208	\$ 5,715	\$ 1,368	\$ 1,811	\$ 27	\$ —	\$ 12,030
Intersegment	—	188	22	4	128	21	—	(363)	) —
Total net revenues	669	1,420	1,230	5,719	1,496	1,832	27	(363)	) 12,030
Operating income (loss)	231	742	720	803	575	22	(621)	) —	2,472
Income (loss) before income taxes	228	755	719	805	585	214	74	—	3,380
Identifiable operating assets	1,340	3,567	2,672	34,278	1,848	6,836	27,356	—	77,897
Noncurrent investments	1,160	104	525	44	140	9,486	76	—	11,535
As of December 31, 2013									
Identifiable operating assets	\$ 1,273	\$ 3,713	\$ 2,918	\$ 33,964	\$ 1,922	\$ 7,011	\$ 27,742	\$ —	\$ 78,543
Noncurrent investments	1,157	106	545	49	143	9,424	88	—	11,512

During the three months ended September 26, 2014, the results of our operating segments were impacted by the following items:

Operating income (loss) and income (loss) before income taxes were reduced by \$1 million for Eurasia and Africa, \$2 million for Europe, \$59 million for North America, \$2 million for Asia Pacific, \$34 million for Bottling Investments and \$20 million for Corporate due to the Company's productivity and reinvestment program as well as other restructuring initiatives. Refer to Note 10 and Note 11 for additional information on each of the Company's productivity, restructuring and integration initiatives.

Operating income (loss) and income (loss) before income taxes were reduced by \$7 million for Bottling Investments as a result of the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner. Refer to Note 10.

Income (loss) before income taxes was reduced by \$270 million for North America due to the refranchising of certain territories in North America. Refer to Note 2 and Note 10.

Income (loss) before income taxes was reduced by \$8 million for Bottling Investments due to the Company's proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 10.

During the three months ended September 27, 2013, the results of our operating segments were impacted by the following items:

- Operating income (loss) and income (loss) before income taxes were reduced by \$1 million for Europe, \$53 million for North America, \$2 million for Asia Pacific, \$45 million for Bottling Investments and \$41 million for Corporate due to the Company's productivity and reinvestment program as well as other restructuring initiatives. Refer to Note 10 and Note 11.

• Operating income (loss) and income (loss) before income taxes were reduced by \$190 million for Corporate due to impairment charges recorded on certain of the Company's intangible assets. Refer to Note 10 and Note 14.

• Income (loss) before income taxes was increased by \$615 million for Corporate due to a gain recognized on the deconsolidation of our Brazilian bottling operations as a result of their combination with an independent bottling partner. Refer to Note 2 and Note 10.

Income (loss) before income taxes was increased by \$30 million for Corporate due to a gain recognized on the merger of four of the Company's Japanese bottling partners. Refer to Note 10 and Note 14.

Income (loss) before income taxes was increased by \$8 million for Bottling Investments due to the Company's proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 10.

Information about our Company's operations for the nine months ended September 26, 2014 and September 27, 2013, by operating segment, is as follows (in millions):

	Eurasia & Africa	Europe	Latin America	North America	Asia Pacific	Bottling Investments	Corporate	Elimination	Consolidated
2014									
Net operating revenues:									
Third party	\$2,099	\$3,761	\$3,360	\$16,096	\$4,181	\$5,503	\$126	\$—	\$35,126
Intersegment	—	530	46	13	432	53	—	(1,074)	—
Total net revenues	2,099	4,291	3,406	16,109	4,613	5,556	126	(1,074)	35,126
Operating income (loss)	858	2,363	1,954	2,015	2,041	26	(1,000)	—	8,257
Income (loss) before income taxes	893	2,398	1,957	1,593	2,059	481	(1,132)	—	8,249
2013									
Net operating revenues:									
Third party	\$2,103	\$3,545	\$3,504	\$16,306	\$4,185	\$6,047	\$124	\$—	\$35,814
Intersegment	—	520	169	13	431	61	—	(1,194)	—
Total net revenues	2,103	4,065	3,673	16,319	4,616	6,108	124	(1,194)	35,814
Operating income (loss)	845	2,261	2,209	1,875	2,024	186	(1,277)	—	8,123
Income (loss) before income taxes	868	2,318	2,213	1,879	2,042	677	(748)	—	9,249

During the nine months ended September 26, 2014, the results of our operating segments were impacted by the following items:

Operating income (loss) and income (loss) before income taxes were reduced by \$1 million for Eurasia and Africa, \$2 million for Europe, \$192 million for North America, \$10 million for Asia Pacific, \$142 million for Bottling Investments and \$54 million for Corporate due to the Company's productivity and reinvestment program as well as other restructuring initiatives. Refer to Note 10 and Note 11 for additional information on each of the Company's productivity, restructuring and integration initiatives.

Operating income (loss) and income (loss) before income taxes were reduced by \$32 million for Bottling Investments as a result of the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner. Refer to Note 10.

Income (loss) before income taxes was reduced by \$410 million for North America due to the refranchising of certain territories in North America. Refer to Note 2 and Note 10.

Income (loss) before income taxes was reduced by \$21 million for Bottling Investments and \$247 million for Corporate due to the expansion of the Venezuelan government's currency conversion markets, including a write-down of receivables related to concentrate sales to our bottling partner in Venezuela as well as our proportionate share of the charge incurred by this bottler, an equity method investee. Refer to Note 1 and Note 10.

Income (loss) before income taxes was reduced by \$20 million for Bottling Investments due to the Company's proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 10.

During the nine months ended September 27, 2013, the results of our operating segments were impacted by the following items:

Operating income (loss) and income (loss) before income taxes were reduced by \$2 million for Eurasia and Africa, \$7 million for Europe, \$190 million for North America, \$16 million for Asia Pacific, \$86 million for Bottling

Investments and \$97 million for Corporate due to the Company's productivity and reinvestment program as well as other restructuring initiatives. Refer to Note 10 and Note 11.

Operating income (loss) and income (loss) before income taxes were reduced by \$190 million for Corporate due to impairment charges recorded on certain of the Company's intangible assets. Refer to Note 10 and Note 14.

Income (loss) before income taxes was increased by \$615 million for Corporate due to a gain recognized on the deconsolidation of our Brazilian bottling operations as a result of their combination with an independent bottling partner. Refer to Note 2 and Note 10.

Income (loss) before income taxes was reduced by \$9 million for Bottling Investments and \$140 million for Corporate due to the devaluation of the Venezuelan bolivar, including our proportionate share of the charge incurred by an equity method investee that has operations in Venezuela. Refer to Note 1 and Note 10.

Income (loss) before income taxes was reduced by \$114 million for Corporate due to a loss related to the merger of four of the Company's Japanese bottling partners. Refer to Note 10 and Note 14.

Income (loss) before income taxes was increased by \$139 million for Corporate due to a gain the Company recognized as a result of Coca-Cola FEMSA issuing additional shares of its own stock during the period at a per share amount greater than the carrying value of the Company's per share investment. Refer to Note 10 and Note 14.

Income (loss) before income taxes was reduced by \$25 million for Bottling Investments due to the Company's proportionate share of unusual or infrequent items recorded by certain of our equity method investees.

Income (loss) before income taxes was reduced by \$23 million for Corporate due to a charge the Company recognized as a result of the early extinguishment of certain long-term debt.

#### NOTE 16: SUBSEQUENT EVENT

On October 21, 2014, the Company announced that it is expanding its previously announced productivity initiatives. The expansion of the productivity initiatives will focus on four key areas: restructuring the Company's global supply chain, including manufacturing in North America; implementing zero-based budgeting across the organization; streamlining and simplifying the Company's operating model; and driving increased discipline and efficiency in direct marketing investments. The Company expects that the expanded productivity initiatives will generate an incremental \$2 billion in annualized savings, making the expected total annualized savings from the expanded productivity program \$3 billion by 2019. These savings will enable us to fund marketing initiatives and innovation required to deliver sustainable net revenue growth. The savings will also support margin expansion and increased returns on invested capital over time.

#### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

When used in this report, the terms "The Coca-Cola Company," "Company," "we," "us" or "our" mean The Coca-Cola Company and all entities included in our condensed consolidated financial statements.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

##### Recoverability of Current and Noncurrent Assets

Our Company faces many uncertainties and risks related to various economic, political and regulatory environments in the countries in which we operate, particularly in developing and emerging markets. Refer to the heading "Item 1A. Risk Factors" in Part I and "Our Business — Challenges and Risks" in Part II of our Annual Report on Form 10-K for the year ended December 31, 2013. As a result, management must make numerous assumptions that involve a significant amount of judgment when performing recoverability and impairment tests of noncurrent assets in various regions around the world.

We perform recoverability and impairment tests of noncurrent assets in accordance with accounting principles generally accepted in the United States. For certain assets, recoverability and/or impairment tests are required only when conditions exist that indicate the carrying value may not be recoverable. For other assets, impairment tests are required at least annually, or more frequently if events or circumstances indicate that an asset may be impaired. Our equity method investees also perform such recoverability and/or impairment tests. If an impairment charge is recorded by one of our equity method investees, the Company records its proportionate share of the charge as a reduction of equity income (loss) — net in our condensed consolidated statement of income. However, the actual amount we record with respect to our proportionate share of such charges may be impacted by items such as basis differences, deferred taxes and deferred gains.

##### Investments in Equity and Debt Securities

Investments classified as trading securities are not assessed for impairment since they are carried at fair value with the change in fair value included in net income. We review our investments in equity and debt securities that are accounted for using the equity method or cost method or that are classified as available-for-sale or held-to-maturity each reporting period to determine whether a significant event or change in circumstances has occurred that may have an adverse effect on the fair value of each investment. When such events or changes occur, we evaluate the fair value compared to our cost basis in the investment. We also perform this evaluation every reporting period for each

investment for which our cost basis has exceeded the fair value in the prior period. The fair values of most of our Company's investments in publicly traded companies are often readily available based on quoted market prices. For investments in non-publicly traded companies, management's assessment of fair value is based on valuation methodologies including discounted cash flows, estimates of sales proceeds, and appraisals, as appropriate.

We consider the assumptions that we believe hypothetical marketplace participants would use in evaluating estimated future cash flows when employing the discounted cash flow or estimates of sales proceeds valuation methodologies. The ability to accurately predict future cash flows, especially in developing and emerging markets, may impact the determination of fair value.

In the event the fair value of an investment declines below our cost basis, management is required to determine if the decline in fair value is other than temporary. If management determines the decline is other than temporary, an impairment charge is recorded. Management's assessment as to the nature of a decline in fair value is based on, among other things, the length of time and the extent to which the market value has been less than our cost basis; the financial condition and near-term prospects of the issuer; and our intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in market value.

The following table presents the difference between calculated fair values, based on quoted closing prices of publicly traded shares, and our Company's cost basis in publicly traded bottlers accounted for as equity method investments (in millions):

September 26, 2014	Fair Value	Carrying Value	Difference
Coca-Cola FEMSA, S.A.B. de C.V.	\$5,966	\$2,328	\$3,638
Coca-Cola HBC AG	1,871	1,457	414
Coca-Cola Amatil Limited	1,730	767	963
Coca-Cola İçecek A.Ş.	1,130	238	892
Coca-Cola East Japan Bottling Company, Ltd.	821	482	339
Embotelladora Andina S.A.	426	320	106
Corporación Lindley S.A	223	111	112
Coca-Cola Bottling Co. Consolidated	188	100	88
Total	\$12,355	\$5,803	\$6,552

As of September 26, 2014, gross unrealized gains and losses on available-for-sale securities were \$1,516 million and \$24 million, respectively. Management assessed each investment with unrealized losses to determine if the decline in fair value was other than temporary. Based on these assessments, the Company did not record any significant impairment charges related to available-for-sale securities during the three and nine months ended September 26, 2014 and September 27, 2013. We will continue to monitor these investments in future periods. Refer to Note 3 of Notes to Condensed Consolidated Financial Statements.

In 2012, four of the Company's Japanese bottling partners announced their intent to merge as Coca-Cola East Japan Bottling Company, Ltd. ("CCEJ"), a publicly traded entity, through a share exchange. The merger was completed effective July 1, 2013. The terms of the merger agreement included the issuance of new shares of one of the publicly traded bottlers in exchange for 100 percent of the outstanding shares of the remaining three bottlers according to an agreed-upon share exchange ratio. As a result, the Company recorded a gain of \$30 million during the three months ended September 27, 2013, based on the value of the shares it received on July 1, 2013. This gain partially offset a loss of \$144 million the Company recorded during the second quarter of 2013 for those investments in which the Company's carrying value was higher than the fair value of the shares expected to be received. In total, the Company recorded a net loss of \$114 million during the nine months ended September 27, 2013, related to our investment in the entities that merged to form CCEJ. Refer to Note 10, Note 14 and Note 15 of Notes to Condensed Consolidated Financial Statements.

#### Goodwill, Trademarks and Other Intangible Assets

Intangible assets are classified into one of three categories: (1) intangible assets with definite lives subject to amortization; (2) intangible assets with indefinite lives not subject to amortization; and (3) goodwill. For intangible assets with definite lives, tests for impairment must be performed if conditions exist that indicate the carrying value may not be recoverable. For intangible assets with indefinite lives and goodwill, tests for impairment must be performed at least annually, or more frequently if events or circumstances indicate that an asset might be impaired.

Management's assessments of the recoverability and impairment tests of intangible assets involve critical accounting estimates. These estimates require significant management judgment, include inherent uncertainties and are often interdependent; therefore, they do not change in isolation. Factors that management must estimate include, among others, the economic life of the asset, sales volume, pricing, cost of raw materials, delivery costs, inflation, cost of capital, marketing spending, foreign currency exchange rates, tax rates, capital spending and proceeds from the sale of assets. These factors are even more difficult to predict when global financial markets are highly volatile. The estimates we use when assessing the recoverability of definite-lived intangible assets are consistent with those we use in our internal planning. When performing impairment tests of



indefinite-lived intangible assets, we estimate the fair values of the assets using management's best assumptions, which we believe would be consistent with what a hypothetical marketplace participant would use. Estimates and assumptions used in these tests are evaluated and updated as appropriate. The variability of these factors depends on a number of conditions, including uncertainty about future events, and thus our accounting estimates may change from period to period. If other assumptions and estimates had been used when these tests were performed, impairment charges could have resulted. As mentioned above, these factors do not change in isolation and, therefore, we do not believe it is practicable or meaningful to present the impact of changing a single factor. Furthermore, if management uses different assumptions or if different conditions exist in future periods, future impairment charges could result. Refer to the heading "Operations Review" below for additional information related to our present business environment. Certain factors discussed above are impacted by our current business environment and are discussed throughout this report, as appropriate.

Intangible assets acquired in recent transactions are naturally more susceptible to impairment, primarily due to the fact that they are recorded at fair value based on recent operating plans and macroeconomic conditions present at the time of acquisition. Consequently, if operating results and/or macroeconomic conditions deteriorate shortly after an acquisition, this could result in the impairment of the acquired assets. A deterioration of macroeconomic conditions may not only negatively impact the estimated operating cash flows used in our cash flow models, but it may also negatively impact other assumptions used in our analyses, including, but not limited to, the estimated cost of capital and/or discount rates. Additionally, as discussed above, in accordance with accounting principles generally accepted in the United States, we are required to ensure that assumptions used to determine fair value in our analyses are consistent with the assumptions a hypothetical marketplace participant would use. As a result, the cost of capital and/or discount rates used in our analyses may increase or decrease based on market conditions and trends, regardless of whether our Company's actual cost of capital has changed. Therefore, if the cost of capital and/or discount rates change, our Company may recognize an impairment of an intangible asset or assets in spite of realizing actual cash flows that are approximately equal to, or greater than, our previously forecasted amounts. The Company did not record any significant impairment charges related to intangible assets during the three and nine months ended September 26, 2014.

During the three and nine months ended September 27, 2013, the Company recorded charges of \$190 million related to certain intangible assets. These charges included \$108 million related to the impairment of trademarks recorded in our Bottling Investments and Asia Pacific operating segments. These impairments were primarily due to a strategic decision to phase out certain local-market value brands which resulted in a change in the expected useful life of the intangible assets. The charges were determined by comparing the fair value of the trademarks, derived using discounted cash flow analyses, to the current carrying value. Additionally, the remaining charge of \$82 million related to goodwill recorded in our Bottling Investments operating segment. This charge was primarily the result of management's revised outlook on market conditions and volume performance. The total impairment charges of \$190 million were recorded in our Corporate operating segment in the line item other operating charges in our condensed consolidated statements of income.

We perform impairment tests of goodwill at our reporting unit level, which is one level below our operating segments. Our operating segments are primarily based on geographic responsibility, which is consistent with the way management runs our business. Our operating segments are subdivided into smaller geographic regions or territories that we sometimes refer to as "business units." These business units are also our reporting units. The Bottling Investments operating segment includes all Company-owned or consolidated bottling operations, regardless of geographic location, except for bottling operations managed by Coca-Cola Refreshments ("CCR"), which are included in our North America operating segment. Generally, each Company-owned or consolidated bottling operation within our Bottling Investments operating segment is its own reporting unit. Goodwill is assigned to the reporting unit or units that benefit from the synergies arising from each business combination.

The goodwill impairment test consists of a two-step process, if necessary. The first step is to compare the fair value of a reporting unit to its carrying value, including goodwill. We typically use discounted cash flow models to determine the fair value of a reporting unit. The assumptions used in these models are consistent with those we believe hypothetical marketplace participants would use. If the fair value of the reporting unit is less than its carrying value,

the second step of the impairment test must be performed in order to determine the amount of impairment loss, if any. The second step compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds its implied fair value, an impairment charge is recognized in an amount equal to that excess. The loss recognized cannot exceed the carrying amount of goodwill. As of September 26, 2014, we did not have any reporting unit with a material amount of goodwill for which it is reasonably likely that it will fail step one of a goodwill impairment test in the near term. However, if macroeconomic conditions worsen or our current financial projections are not achieved, it is possible that we may experience significant impairments of some of our intangible assets, which would require us to recognize impairment charges. On June 7, 2007, our Company acquired Energy Brands Inc., also known as glacéau, for approximately \$4.1 billion. The Company allocated \$3.3 billion of the purchase price to various trademarks acquired in this business combination. While the combined fair value of the various trademarks acquired in this transaction significantly exceeds their combined carrying value as of September 26, 2014, the fair value of one trademark within the portfolio has declined and now approximates its carrying value. The operating results of this trademark for the nine

months ended September 26, 2014 are lower than our business plan projections for the current year. If the future operating results of this trademark do not support the current financial projections or if macroeconomic conditions change causing the cost of capital and/or discount rate to increase without an offsetting increase in the operating results, it is likely that we would be required to recognize an impairment charge related to this trademark.

Management will continue to monitor the fair value of our intangible assets in future periods.

#### OPERATIONS REVIEW

Sales of our nonalcoholic ready-to-drink beverages are somewhat seasonal, with the second and third calendar quarters accounting for the highest sales volumes. The volume of sales in the beverage business may be affected by weather conditions.

Our organizational structure as of September 26, 2014, consisted of the following operating segments, the first six of which are sometimes referred to as "operating groups" or "groups": Eurasia and Africa; Europe; Latin America; North America; Asia Pacific; Bottling Investments; and Corporate. Effective January 1, 2014, the Company changed the name of our Pacific operating segment to Asia Pacific. Accordingly, all references to the operating segment, including the prior period segment information, has been adjusted to reflect this change. For further information regarding our operating segments, refer to Note 15 of Notes to Condensed Consolidated Financial Statements.

#### Structural Changes, Acquired Brands and Newly Licensed Brands

In order to continually improve upon the Company's operating performance, from time to time we engage in buying and selling ownership interests in bottling partners and other manufacturing operations. In addition, we also acquire brands or enter into license agreements for certain brands to supplement our beverage offerings. These items impact our operating results and certain key metrics used by management in assessing the Company's performance.

Unit case volume growth is a key metric used by management to evaluate the Company's performance because it measures demand for our products at the consumer level. The Company's unit case volume represents the number of unit cases (or unit case equivalents) of Company beverage products directly or indirectly sold by the Company and its bottling partners to customers and, therefore, reflects unit case volume for both consolidated and unconsolidated bottlers. Refer to the heading "Beverage Volume" below.

Concentrate sales volume represents the amount of concentrates and syrups (in all cases expressed in equivalent unit cases) sold by, or used in finished products sold by, the Company to its bottling partners or other customers. Refer to the heading "Beverage Volume" below.

Our Bottling Investments operating segment and our other finished product operations, including our finished product operations in our North America operating segment, typically generate net operating revenues by selling sparkling beverages and a variety of still beverages, such as juices and juice drinks, energy and sports drinks, ready-to-drink teas and coffees, and certain water products, to retailers or to distributors, wholesalers and bottling partners who distribute them to retailers. In addition, in the United States, we manufacture fountain syrups and sell them to fountain retailers such as restaurants and convenience stores who use the fountain syrups to produce beverages for immediate consumption, or to authorized fountain wholesalers or bottling partners who resell the fountain syrups to fountain retailers. For these consolidated finished product operations, we recognize the associated concentrate sales volume at the time the unit case or unit case equivalent is sold to the customer. Our concentrate operations typically generate net operating revenues by selling concentrates and syrups to authorized bottling and canning operations. For these concentrate operations, we recognize concentrate revenue and concentrate sales volume when we sell concentrate to the authorized unconsolidated bottling and canning operations, and we typically report unit case volume when finished products manufactured from the concentrates and syrups are sold to the customer. When we analyze our net operating revenues we generally consider the following four factors: (1) volume growth (unit case volume or concentrate sales volume, as appropriate), (2) structural changes, (3) changes in price, product and geographic mix and (4) foreign currency fluctuations. Refer to the heading "Net Operating Revenues" below.

"Structural changes" generally refers to acquisitions or dispositions of bottling, distribution or canning operations and consolidation or deconsolidation of bottling and distribution entities for accounting purposes. Typically, structural changes do not impact the Company's unit case volume on a consolidated basis or at the geographic operating segment level. We recognize unit case volume for all sales of Company beverage products regardless of our ownership interest in the bottling partner, if any. However, the unit case volume reported by our Bottling Investments operating segment

is generally impacted by structural changes because it only includes the unit case volume of our consolidated bottling operations.

In 2014, the Company began implementing a new beverage partnership model in North America. During the three and nine months ended September 26, 2014, we refranchised territories that were previously managed by CCR to certain of our unconsolidated bottling partners. The impact of this refranchising has been included as a structural change in our analysis of operating results for the three and nine months ended September 26, 2014. In addition, for non-Company-owned and licensed beverage products sold in the refranchised territories, we have eliminated the unit case volume and associated concentrate sales

from the base year when calculating 2014 versus 2013 volume growth rates on a consolidated basis as well as for the North America segment. During the three months ended September 26, 2014, the Company made a decision to change our process of buying and selling recyclable materials in North America. The impact of these changes has been included as a structural change in our analysis of operating results. Refer to the headings "Beverage Volume and "Net Operating Revenues" below. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements.

During the nine months ended September 26, 2014, the Company transitioned its Russian juice operations to an existing joint venture with an unconsolidated bottling partner. This transfer is included as a structural change in our analysis of operating results for our Bottling Investments segment for the nine months ended September 26, 2014. In addition, we have eliminated the unit case volume and associated concentrate sales from the base year when calculating 2014 versus 2013 volume growth rates on a consolidated basis as well as for our Eurasia and Africa and Bottling Investments segments related to certain brands owned by the Russian juice company that have been discontinued as a result of this transition. Refer to the headings "Beverage Volume" and "Net Operating Revenues" below.

Additionally, in January 2014, the Venezuelan government enacted a new law ("Fair Price Law") that imposes limits on profit margins earned in the country, which limits the amount of revenue the Company is able to recognize in 2014 as compared to 2013. The impact of the Fair Price Law has been included as a structural change in our analysis of operating results for our Latin America segment for the three and nine months ended September 26, 2014. Refer to the heading "Net Operating Revenues" below.

In 2013, the Company sold a majority interest in our previously consolidated bottling operations in the Philippines ("Philippine bottling operations"), deconsolidated our bottling operations in Brazil ("Brazilian bottling operations") as a result of their combination with an independent bottling partner and acquired a majority interest in bottling operations in Myanmar. Accordingly, the impact to net operating revenues related to these items has been included as a structural change in our analysis of changes to net operating revenues for our Bottling Investments segment. Refer to the heading "Net Operating Revenues" below.

The Company sells concentrates and syrups to both consolidated and unconsolidated bottling partners. The ownership structure of our bottling partners impacts the timing of recognizing concentrate revenue and concentrate sales volume. When we sell concentrates or syrups to our consolidated bottling partners, we are not able to recognize the concentrate revenue or concentrate sales volume until the bottling partner has sold finished products manufactured from the concentrates or syrups to a third party or independent customer. When we sell concentrates or syrups to our unconsolidated bottling partners, we recognize the concentrate revenue and concentrate sales volume when the concentrates or syrups are sold to the bottling partner. The subsequent sale of the finished products manufactured from the concentrates or syrups to a customer does not impact the timing of recognizing the concentrate revenue or concentrate sales volume. When we account for an unconsolidated bottling partner as an equity method investment, we eliminate the intercompany profit related to these transactions until the equity method investee has sold finished products manufactured from the concentrates or syrups to a third party or independent customer.

"Acquired brands" refers to brands acquired during the past 12 months. Typically, the Company has not reported unit case volume or recognized concentrate sales volume related to acquired brands in periods prior to the closing of a transaction. Therefore, the unit case volume and concentrate sales volume from the sale of these brands is incremental to prior year volume. We do not generally consider acquired brands to be structural changes.

"Licensed brands" refers to brands not owned by the Company but for which we hold certain rights, generally including, but not limited to, distribution rights, and from which we derive an economic benefit when these brands are ultimately sold. Typically, the Company has not reported unit case volume or recognized concentrate sales volume related to these brands in periods prior to the beginning of the term of a license agreement. Therefore, the unit case volume and concentrate sales volume from the sale of these brands is incremental to prior year volume. We do not generally consider newly licensed brands to be structural changes.

#### Beverage Volume

We measure the volume of Company beverage products sold in two ways: (1) unit cases of finished products and (2) concentrate sales. As used in this report, "unit case" means a unit of measurement equal to 192 U.S. fluid ounces of finished beverage (24 eight-ounce servings); and "unit case volume" means the number of unit cases (or unit case

equivalents) of Company beverage products directly or indirectly sold by the Company and its bottling partners to customers. Unit case volume primarily consists of beverage products bearing Company trademarks. Also included in unit case volume are certain products licensed to, or distributed by, our Company, and brands owned by Coca-Cola system bottlers for which our Company provides marketing support and from the sale of which we derive economic benefit. In addition, unit case volume includes sales by joint ventures in which the Company has an equity interest. We believe unit case volume is one of the measures of the underlying strength of the Coca-Cola system because it measures trends at the consumer level. The unit case volume numbers used in this report are derived based on estimates received by the Company from its bottling partners and distributors. Concentrate sales volume represents the amount of concentrates, syrups, beverage bases and powders (in all cases expressed in

equivalent unit cases) sold by, or used in finished beverages sold by, the Company to its bottling partners or other customers. Unit case volume and concentrate sales volume growth rates are not necessarily equal during any given period. Factors such as seasonality, bottlers' inventory practices, the number of selling days in a reporting period, supply point changes, timing of price increases, new product introductions and changes in product mix can impact unit case volume and concentrate sales volume and can create differences between unit case volume and concentrate sales volume growth rates. In addition to the items mentioned above, the impact of unit case volume from certain joint ventures in which the Company has an equity interest, but to which the Company does not sell concentrates or syrups, may give rise to differences between unit case volume and concentrate sales volume growth rates.

Information about our volume growth worldwide and by operating segment is as follows:

	Percent Change 2014 versus 2013					
	Three Months Ended			Nine Months Ended		
	September 26, 2014			September 26, 2014		
	Unit	Concentrate	Unit	Concentrate	Unit	Concentrate
	Cases <sup>1,2,3</sup>	Sales <sup>4</sup>	Cases <sup>1,2,3</sup>	Sales <sup>4</sup>	Cases <sup>1,2,3</sup>	Sales <sup>4</sup>
Worldwide	1	%1	%	2	%1	%
Eurasia & Africa	5	%4	%	4	%2	%
Europe	(5	) (5	)	(3	) (3	)
Latin America	2	1		1	(1	)
North America	(1	) (1	)	—	(1	)
Asia Pacific	2	4		5	5	
Bottling Investments	1	N/A		(3	) N/A	

<sup>1</sup> Bottling Investments operating segment data reflects unit case volume growth for consolidated bottlers only.

<sup>2</sup> Geographic segment data reflects unit case volume growth for all bottlers in the applicable geographic areas, both consolidated and unconsolidated.

<sup>3</sup> Unit case volume percent change is based on average daily sales. Unit case volume growth based on average daily sales is computed by comparing the average daily sales in each of the corresponding periods. Average daily sales are the unit cases sold during the period divided by the number of days in the period.

<sup>4</sup> Concentrate sales volume represents the actual amount of concentrates, syrups, beverage bases and powders sold by, or used in finished beverages sold by, the Company to its bottling partners or other customers and is not based on average daily sales. Each of our interim reporting periods, other than the fourth interim reporting period, ends on the Friday closest to the last day of the corresponding quarterly calendar period. As a result, the first quarter of 2014 had one less selling day when compared to the first quarter of 2013, and the fourth quarter of 2014 will have one additional day when compared to the fourth quarter of 2013.

#### Unit Case Volume

Although a significant portion of our Company's revenues is not based directly on unit case volume, we believe unit case volume is a measure of the underlying strength of the Coca-Cola system because it measures trends at the consumer level.

Three Months Ended September 26, 2014 versus Three Months Ended September 27, 2013

In Eurasia and Africa, unit case volume increased 5 percent, which consisted of 5 percent growth in sparkling beverages and 6 percent growth in still beverages. The group's sparkling beverage growth reflected 4 percent growth in Trademark Coca-Cola, 5 percent growth in Trademark Sprite and 6 percent growth in Trademark Fanta. Growth in still beverages was led by our performance in waters and teas. Eurasia and Africa benefited from unit case volume growth of 9 percent in the Middle East and North Africa business unit, 6 percent in the Southern Africa business unit, and 8 percent in the Central, East and West Africa business unit. The growth in these business units was partially offset by a decline in unit cases of 3 percent in the Russia, Ukraine and Belarus business unit as a result of continued political and economic instability in the region.

Unit case volume in Europe decreased 5 percent. The group's unit case volume in sparkling beverages declined 5 percent and still beverage unit case volume declined 3 percent. The underlying macroeconomic environment in Europe continued to be volatile during the period reflecting ongoing weakness in consumer confidence and spending in several key markets. Unit case volume was also adversely impacted by poor weather and competitive pressures. The Germany and Iberia business units had low single-digit volume declines and the Northwest Europe and Nordics business unit had a unit case decline of 4 percent. Additionally, the Central and Southern Europe business unit reported a unit case volume decline of 8 percent.

In Latin America, unit case volume growth was 2 percent, reflecting growth in still beverages of 9 percent and even unit case volume in sparkling beverages. The group reported volume growth of 7 percent in the Latin Center business unit as a result of 9 percent growth in brand Coca-Cola and 11 percent growth in Trademark Sprite. Mexico unit case volume increased 2 percent reflecting still beverage growth of 9 percent, primarily waters, partially offset by a 1 percent decline in sparkling beverage unit case volume. The decline in sparkling beverage unit case volume in Mexico was driven by the impact of a new excise tax that went into effect on January 1, 2014. The growth in the Latin Center and Mexico business units was partially offset by a decline in the Brazil business unit of 1 percent.

Unit case volume in North America declined 1 percent, reflecting declines in both sparkling beverages and still beverages of 1 percent. North America's volume in sparkling beverages included 5 percent growth in Trademark Fanta, offset by a 7 percent decline in Diet Coke. The decline in still beverage volume reflected declines in sports drinks as well as juices and juice drinks, partially offset by strong performance in waters and teas.

In Asia Pacific, unit case volume increased 2 percent. Sparkling beverages grew 3 percent, including 3 percent growth in brand Coca-Cola and 2 percent growth in both Trademark Sprite and Trademark Fanta. Still beverage volume was even, reflecting strong growth in waters offset by declines in sports drinks and juices and juice drinks. India reported double-digit unit case volume growth, including strong growth in Trademark Sprite and growth in juices and juice drinks and waters. The growth in India was partially offset by unit case volume declines in Japan and China of 4 percent and 1 percent, respectively.

Unit case volume for Bottling Investments increased 1 percent. This increase primarily reflects the growth in India, partially offset by volume declines in China and Germany where we own or otherwise consolidate bottling operations. The Company's consolidated bottling operations accounted for 33 percent, 63 percent and 100 percent of the unit case volume in China, India and Germany, respectively.

Nine Months Ended September 26, 2014 versus Nine Months Ended September 27, 2013

Unit case volume in Eurasia and Africa increased 4 percent, which consisted of 3 percent growth in sparkling beverages and 9 percent growth in still beverages. The group's sparkling beverage growth included 2 percent growth in Trademark Coca-Cola and the growth in still beverages was led by juices and juice drinks and waters. This growth reflects a continued focus on improved marketplace execution and providing greater consumer choice in package and price options. Eurasia and Africa benefited from unit case volume growth of 8 percent and 6 percent in the Middle East and North Africa and Central, East and West Africa business units, respectively. This benefit was partially offset by a decline in unit case volume of 2 percent in the Russia, Ukraine and Belarus business unit.

In Europe, unit case volume declined 3 percent as a result of declines in sparkling beverages of 3 percent and still beverages of 1 percent. These declines reflect the ongoing weakness in consumer confidence and spending in the region. The group reported a decline in unit case volume of 6 percent in the Central and Southern Europe business unit and volume declines of 2 percent in both the Iberia and Northwest Europe and Nordics business units. Unit case



volume was even in Germany.

Unit case volume in Latin America increased 1 percent as a result of growth in still beverages of 7 percent partially offset by a decline in sparkling beverages of 1 percent. The growth in still beverages was led by growth in waters and dairy. Colombia and Brazil reported unit case growth of 10 percent and 1 percent, respectively, which was partially offset by volume declines of 1 percent in both Mexico and Argentina. The decline in Mexico is primarily due to the impact of a new excise tax that went into effect on January 1, 2014.

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In North America, unit case volume was even, reflecting 1 percent growth in still beverages offset by a decline of 1 percent in sparkling beverages. The still beverage growth in the group was led by 8 percent growth in waters, 4 percent growth in teas, and 10 percent growth in energy drinks.

Unit case volume in Asia Pacific increased 5 percent, which reflected 5 percent growth in sparkling beverages and 6 percent growth in still beverage volume. The sparkling beverage growth was led by a 6 percent increase in Trademark Sprite, a 4 percent increase in Trademark Fanta and a 4 percent increase in brand Coca-Cola. Still beverage growth was led by waters and growth in teas and dairy of 6 percent and 14 percent, respectively. China's unit case volume grew 6 percent during the period, led by 5 percent growth in Trademark Coca-Cola, 8 percent growth in Trademark Fanta, and 2 percent growth in Trademark Sprite. India reported double-digit volume growth, and Japan reported even unit case volume reflecting 1 percent growth in sparkling beverages offset by a 1 percent decline in still beverages. Unit case volume for Bottling Investments decreased 3 percent. This decrease primarily reflects the sale of a majority ownership interest in our previously consolidated bottling operations in the Philippines to Coca-Cola FEMSA, S.A.B. de C.V. ("Coca-Cola FEMSA") in January 2013, as well as the deconsolidation of our bottling operations in Brazil in July 2013. The unfavorable impact of these transactions on the group's unit case volume results was partially offset by growth in other key markets, including China and India where we own or otherwise consolidate bottling operations. The Company's consolidated bottling operations accounted for 34 percent and 64 percent of the unit case volume in China and India, respectively.

#### Concentrate Sales Volume

During the three months ended September 26, 2014, worldwide unit case volume grew 1 percent and concentrate sales volume grew 1 percent compared to the three months ended September 27, 2013. During the nine months ended September 26, 2014, worldwide unit case volume grew 2 percent and concentrate sales volume grew 1 percent compared to the nine months ended September 27, 2013. The difference between the consolidated unit case volume and concentrate sales volume growth rates during the nine months ended September 26, 2014, was primarily due to having one less selling day during the first quarter of 2014 when compared to the first quarter of 2013.

In addition, the differences for the three and nine months ended September 26, 2014 reflect the timing of concentrate shipments in various markets, including Russia, the Middle East and China, and the impact of unit case volume from certain joint ventures in which the Company has an equity interest but to which the Company does not sell concentrates, syrups, beverage bases or powders. Concentrate sales volume growth is calculated based on the actual amount of concentrate sold during the reporting period, which is impacted by the number of selling days. Conversely, unit case volume growth is calculated based on average daily sales, which is not impacted by the number of selling days in a reporting period.

#### Net Operating Revenues

Three Months Ended September 26, 2014 versus Three Months Ended September 27, 2013

The Company's net operating revenues decreased \$54 million.

The following table illustrates, on a percentage basis, the estimated impact of key factors resulting in the increase (decrease) in net operating revenues by operating segment:

	Percent Change 2014 versus 2013				Total
	Volume <sup>1</sup>	Structural Changes	Price, Product & Geographic Mix	Currency Fluctuations	
Consolidated	1%	(1	)% 1	%(1	)%—
Eurasia & Africa	4	%—%	7	%(5	)%6
Europe	(5	) —	3	3	1
Latin America	1	(5	) 5	(5	) (4
North America	(1	) (2	) 1	—	(2
Asia Pacific	4	5	(1	) (3	) 5
Bottling Investments	1	(2	) —	1	—
Corporate	*	*	*	*	*

\*Calculation is not meaningful.

<sup>1</sup> Represents the percent change in net operating revenues attributable to the increase (decrease) in concentrate sales volume for our geographic operating segments (expressed in equivalent unit cases) after considering the impact of structural changes. For our Bottling Investments operating segment, this represents the percent change in net operating revenues attributable to the increase (decrease) in unit case volume after considering the impact of structural changes. Our Bottling Investments operating segment data reflects unit case volume growth for consolidated bottlers only. Refer to the heading "Beverage Volume" above.

Refer to the heading "Beverage Volume" above for additional information related to changes in our unit case and concentrate sales volumes.

Refer to the heading "Structural Changes, Acquired Brands and Newly Licensed Brands" above for additional information related to the structural changes.

Price, product and geographic mix favorably impacted our consolidated net operating revenues by 1 percent. Price, product and geographic mix for our operating segments was impacted by a variety of factors and events including, but not limited to, the following:

• Eurasia and Africa — favorable price mix in the majority of the segment's business units;

• Europe — favorable price mix in the Central and Southern Europe and Northwest Europe and Nordics business units, partially offset by unfavorable price mix in the Iberia business unit; and

• Latin America — favorable price mix in the majority of the segment's business units and the impact of inflationary environments in several markets.

Fluctuations in foreign currency exchange rates decreased our consolidated net operating revenues by 1 percent. This unfavorable impact was primarily due to a stronger U.S. dollar compared to certain foreign currencies, including the South African rand, Mexican peso and Japanese yen, which had an unfavorable impact on our Eurasia and Africa, Latin America, Asia Pacific and Bottling Investments operating segments. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the euro, U.K. pound sterling, Brazilian real and Australian dollar, which had a favorable impact on our Europe, Latin America, Asia Pacific and Bottling Investments operating segments. Refer to the heading "Liquidity, Capital Resources and Financial Position — Foreign Exchange" below. The effect that foreign currency exchange rate fluctuations had on net operating revenues reflects a decrease in Venezuelan bolivar-denominated revenues resulting from the impact of the Fair Price Law.

Nine Months Ended September 26, 2014 versus Nine Months Ended September 27, 2013

The Company's net operating revenues decreased \$688 million, or 2 percent. The following table illustrates, on a percentage basis, the estimated impact of key factors resulting in the increase (decrease) in net operating revenues by operating segment:

	Percent Change 2014 versus 2013					Total
	Volume <sup>1</sup>	Structural Changes	Price, Product & Geographic Mix	Currency Fluctuations		
Consolidated	1%	(2	)% 1	% (2	)% (2	)%
Eurasia & Africa	2	%—%	7	% (9	)%—	)
Europe	(3	) —	5	4	6	)
Latin America	(1	) (3	) 8	(11	) (7	)
North America	(1	) (1	) 1	—	(1	)
Asia Pacific	5	2	(2	) (5	) —	)
Bottling Investments	5	(12	) (1	) (1	) (9	)
Corporate	*	*	*	*	*	*

\* Calculation is not meaningful.

<sup>1</sup> Represents the percent change in net operating revenues attributable to the increase (decrease) in concentrate sales volume for our geographic operating segments (expressed in equivalent unit cases) after considering the impact of structural changes. For our Bottling Investments operating segment, this represents the percent change in net operating revenues attributable to the increase (decrease) in unit case volume after considering the impact of structural changes. Our Bottling Investments operating segment data reflects unit case volume growth for consolidated bottlers only. Refer to the heading "Beverage Volume" above.

Refer to the heading "Beverage Volume" above for additional information related to changes in our unit case and concentrate sales volumes.

Refer to the heading "Structural Changes, Acquired Brands and Newly Licensed Brands" above for additional information related to the structural changes.

Price, product and geographic mix favorably impacted our consolidated net operating revenues by 1 percent. Price, product and geographic mix for our operating segments was impacted by a variety of factors and events including, but not limited to, the following:

- Eurasia and Africa — favorable price mix in all of the segment's business units coupled with favorable geographic mix;
- Europe — favorable impact as a result of consolidating the juice and smoothie business of Fresh Trading Ltd. ("innocent") in May 2013 and favorable price mix in the Central and Southern Europe and Northwest Europe and Nordics business units;

- Latin America — favorable price mix in all four of the segment's business units and the impact of inflationary environments in several markets; and

- Asia Pacific — unfavorable price mix in the ASEAN and South Pacific business units and unfavorable geographic mix.

Fluctuations in foreign currency exchange rates decreased our consolidated net operating revenues by 2 percent. This unfavorable impact was primarily due to a stronger U.S. dollar compared to certain foreign currencies, including the South African rand, Mexican peso, Brazilian real, Australian dollar and Japanese yen, which had an unfavorable impact on our Eurasia and Africa, Latin America, Asia Pacific and Bottling Investments operating segments. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the euro and U.K. pound sterling, which had a favorable impact on our Europe and Bottling Investments operating segments. Refer to the heading "Liquidity, Capital Resources and Financial Position — Foreign Exchange" below. The effect that foreign currency exchange rate fluctuations had on net operating revenues reflects a decrease in Venezuelan bolivar-denominated revenues resulting from the impact of the Fair Price Law.

Net operating revenue growth rates are impacted by sales volume; structural changes; price, product and geographic mix; and foreign currency fluctuations. The size and timing of structural changes are not consistent from period to period. However, we expect the structural changes discussed above to have an unfavorable 1 to 2 percent impact on our consolidated net operating revenues during the remainder of 2014. We estimate that the Venezuelan Fair Price Law will reduce our Latin America segment net operating revenues for the full year by approximately 5 percent.

#### Gross Profit

As a result of our finished goods operations, which are primarily included in our North America and Bottling Investments operating segments, the following inputs represent a substantial portion of the company's total cost of goods sold: (1) sweeteners, (2) metals, (3) juices and (4) polyethylene terephthalate ("PET"). The Company enters into hedging activities related to certain commodities in order to mitigate a portion of the price risk associated with forecasted purchases. Many of the derivative financial instruments used by the Company to mitigate the risk associated with these commodity exposures, including any related foreign currency exposure, do not qualify for hedge accounting. As a result, the changes in fair value of these derivative instruments have been, and will continue to be, included as a component of net income in each reporting period. During the three and nine months ended September 26, 2014, the Company recorded gains of \$25 million and \$60 million, respectively, in the line item cost of goods sold in our condensed consolidated statements of income related to the changes in the fair value of these derivative instruments. Refer to Note 5 of Notes to Condensed Consolidated Financial Statements.

Our gross profit margin increased to 61.3 percent during the three months ended September 26, 2014, compared to 60.2 percent during the three months ended September 27, 2013. In addition, our gross profit margin increased to 61.5 percent during the nine months ended September 26, 2014, compared to 60.6 percent during the nine months ended September 27, 2013. These increases are partially due to the deconsolidation of our Philippine bottling operations in January 2013 and the deconsolidation of our Brazilian bottling operations in July 2013 as well as lower commodity costs, primarily in our North America finished goods business, and favorable geographic mix.

The favorable geographic mix was primarily due to growth in emerging markets. Although this shift in geographic mix has a negative impact on net operating revenues, it generally has a favorable impact on our gross profit margin due to the correlated impact it has on our product mix. The product mix in the majority of our emerging and developing markets is more heavily skewed toward our sparkling beverage products, which generally yield a higher gross profit margin compared to our still beverages and finished products.

Refer to the heading "Structural Changes, Acquired Brands and Newly Licensed Brands" above for additional information regarding the impact of the deconsolidation of our Philippine and Brazilian bottling operations.

## Selling, General and Administrative Expenses

The following table sets forth the significant components of selling, general and administrative expenses (in millions):

	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Stock-based compensation expense	\$31	\$ 63	\$143	\$ 155
Advertising expenses	1,051	1,005	2,684	2,674
Bottling and distribution expenses <sup>1</sup>	2,086	2,064	6,283	6,381
Other operating expenses	1,339	1,292	3,770	3,781
Total selling, general and administrative expenses	\$4,507	\$ 4,424	\$12,880	\$ 12,991

<sup>1</sup> Includes operating expenses as well as general and administrative expenses related to our Bottling Investments operating segment and our finished product operations in our North America operating segment.

During the three and nine months ended September 26, 2014, selling, general and administrative expenses increased \$83 million and decreased \$111 million, respectively. The decrease in stock-based compensation expense during the three and nine months ended September 26, 2014 was primarily due to reversals in 2014 of previously recognized expenses related to the Company's long-term incentive programs. The increase in advertising expenses during the three and nine months ended September 26, 2014 reflects the Company's increased investments to strengthen our brands. These increases were partially offset by a foreign currency exchange impact of 1 percent and 3 percent during the three and nine months ended September 26, 2014, respectively. The decrease in bottling and distribution expenses during the nine months ended September 26, 2014 reflects the impact of the deconsolidation of our Philippine bottling operations in January 2013, the deconsolidation of our Brazilian bottling operations in July 2013 and the impact of having one less selling day compared to the prior year comparable period. During both the three and nine months ended September 26, 2014, fluctuations in foreign currency exchange rates decreased total selling, general and administrative expenses by 1 percent.

During the nine months ended September 26, 2014, the Company contributed \$168 million to our pension plans, and we anticipate making additional contributions of approximately \$48 million to our pension plans during the remainder of 2014. Our full year pension expense is currently expected to decrease by approximately \$160 million compared to 2013. The anticipated decrease is primarily due to the favorable impact of an increase in the weighted-average discount rate used to calculate the Company's benefit obligation, pension contributions and favorable returns on plan assets in 2013. Refer to the heading "Liquidity, Capital Resources and Financial Position" below and Note 12 of Notes to Condensed Consolidated Financial Statements for information related to our pension contributions.

As of September 26, 2014, we had \$497 million of total unrecognized compensation cost related to nonvested stock-based compensation arrangements granted under our plans, which we expect to recognize over a weighted-average period of 2.29 years. This expected cost does not include the impact of any future stock-based compensation awards.

## Other Operating Charges

Other operating charges incurred by operating segment were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Eurasia & Africa	\$1	\$—	\$1	\$2
Europe	2	1	2	7
Latin America	—	—	—	—
North America	59	51	192	185
Asia Pacific	3	13	11	26
Bottling Investments	36	45	169	86
Corporate	27	231	82	288
Total other operating charges	\$128	\$341	\$457	\$594





During the three months ended September 26, 2014, the Company incurred other operating charges of \$128 million, which included charges of \$84 million due to the Company's productivity and reinvestment program and \$34 million due to the integration of our German bottling and distribution operations. Refer to Note 11 of Notes to Condensed Consolidated Financial Statements and see below for additional information on our productivity, integration and restructuring initiatives. Refer to Note 15 of Notes to Condensed Consolidated Financial Statements for additional information related to the impact these charges had on our operating segments.

During the three months ended September 27, 2013, the Company incurred other operating charges of \$341 million, which primarily consisted of charges of \$190 million due to the impairment of certain intangible assets, \$97 million due to the Company's productivity and reinvestment program and \$45 million due to the integration of our German bottling and distribution operations. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements for additional information on the impairment charges. Refer to Note 11 of Notes to Condensed Consolidated Financial Statements and below for additional information on our productivity, integration and restructuring initiatives. Refer to Note 15 of Notes to Condensed Consolidated Financial Statements for additional information related to the impact these charges had on our operating segments.

During the nine months ended September 26, 2014, the Company incurred other operating charges of \$457 million, which consisted of charges of \$259 million due to the Company's productivity and reinvestment program and \$142 million due to the Company's integration of our German bottling and distribution operations. In addition, the Company incurred a charge of \$27 million as a result of the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner, and a charge of \$21 million due to the Company recording a write-down on receivables from our bottling partner in Venezuela due to limited government-approved exchange rate conversion mechanisms. Refer to Note 11 of Notes to Condensed Consolidated Financial Statements and see below for additional information on our productivity, integration and restructuring initiatives. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements for additional information on the Company's restructuring of the Russian juice operations and the write-down of the Venezuela receivables. Refer to Note 15 of Notes to Condensed Consolidated Financial Statements for additional information related to the impact these charges had on our operating segments.

During the nine months ended September 27, 2013, the Company incurred other operating charges of \$594 million, which primarily consisted of charges of \$312 million due to the Company's productivity and reinvestment program, \$190 million due to the impairment of certain intangible assets and \$86 million primarily due to the Company's integration of our German bottling and distribution operations. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements for additional information on the impairment charges. Refer to Note 11 of Notes to Condensed Consolidated Financial Statements and below for additional information on our productivity, integration and restructuring initiatives. Refer to Note 15 of Notes to Condensed Consolidated Financial Statements for additional information related to the impact these charges had on our operating segments.

#### Productivity and Reinvestment Program

In February 2012, the Company announced a four-year productivity and reinvestment program. This program will further enable our efforts to strengthen our brands and reinvest our resources to drive long-term profitable growth. The first component of this program is a global productivity initiative that will target annualized savings of \$350 million to \$400 million. This initiative is focused on four primary areas: global supply chain optimization; global marketing and innovation effectiveness; operating expense leverage and operational excellence; and data and information technology systems standardization. The second component of our productivity and reinvestment program involves a new integration initiative in North America related to our acquisition of Coca-Cola Enterprises Inc.'s ("CCE") former North America business. The Company has identified incremental synergies, primarily in the area of our North American product supply operations, which will enable us to better service our customers and consumers. We believe these efforts will create annualized savings of \$200 million to \$250 million.

As a combined productivity and reinvestment program, the Company anticipates generating annualized savings of \$550 million to \$650 million. The savings generated by this program will be reinvested in brand-building initiatives. In February 2014, the Company announced the expansion of our productivity and reinvestment program to drive an incremental \$1 billion in productivity by 2016 that will primarily be redirected into increased media investments. Our

incremental productivity goal consists of two relatively equal components. First, we will expand savings through global supply chain optimization, data and information technology systems standardization, and resource and cost reallocation. These savings will be reinvested in global brand-building initiatives, with an emphasis on increased media spending. Second, we will increase the effectiveness of our marketing investments by transforming our marketing and commercial model to redeploy resources into more consumer-facing marketing investments to accelerate growth.

We have incurred total pretax expenses of \$1,023 million since the initiative commenced in 2012. Refer to Note 11 of Notes to Condensed Consolidated Financial Statements for additional information.

In October 2014, the Company announced that it is expanding its previously announced productivity initiatives. The expansion of the productivity initiatives will focus on four key areas: restructuring the Company's global supply chain, including manufacturing in North America; implementing zero-based budgeting across the organization; streamlining and simplifying the Company's operating model; and driving increased discipline and efficiency in direct marketing investments. The Company expects that the expanded productivity initiatives will generate an incremental \$2 billion in annualized savings, making the expected total annualized savings from the expanded productivity program \$3 billion by 2019. These savings will enable us to fund marketing initiatives and innovation required to deliver sustainable net revenue growth. The savings will also support margin expansion and increased returns on invested capital over time.

#### Integration of Our German Bottling and Distribution Operations

The Company has incurred costs related to the integration of 18 German bottling and distribution operations acquired in 2007. The Company began the integration in 2008 and has incurred total pretax expenses of \$769 million since it commenced, which primarily related to involuntary terminations. We are currently reviewing additional restructuring opportunities within the German bottling and distribution operations, including integration costs related to information technology and other initiatives. If implemented, these initiatives will result in additional charges in future periods. However, as of September 26, 2014, the Company has not finalized any additional plans. Refer to Note 11 of Notes to Condensed Consolidated Financial Statements.

#### Operating Income and Operating Margin

Information about our operating income by operating segment on a percentage basis is as follows:

	Three Months Ended		Nine Months Ended		
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013	
Eurasia & Africa	9.8	%9.3	% 10.4	% 10.4	%
Europe	27.8	30.0	28.6	27.8	
Latin America	24.1	29.1	23.7	27.2	
North America	28.0	32.5	24.4	23.1	
Asia Pacific	23.5	23.3	24.7	24.9	
Bottling Investments	0.5	0.9	0.3	2.3	
Corporate	(13.7	) (25.1	) (12.1	) (15.7	)
Total	100.0	% 100.0	% 100.0	% 100.0	%

Information about our operating margin on a consolidated basis and by operating segment is as follows:

	Three Months Ended		Nine Months Ended		
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013	
Consolidated	22.6	% 20.5	% 23.5	% 22.7	%
Eurasia & Africa	37.5	% 34.5	% 40.9	% 40.2	%
Europe	60.5	60.2	62.8	63.8	
Latin America	56.2	59.6	58.2	63.0	
North America	13.6	14.0	12.5	11.5	
Asia Pacific	44.9	42.1	48.8	48.4	
Bottling Investments	0.8	1.3	0.5	3.1	
Corporate	*	*	*	*	

\* Calculation is not meaningful.

Three Months Ended September 26, 2014 versus Three Months Ended September 27, 2013

During the three months ended September 26, 2014, fluctuations in foreign currency exchange rates unfavorably impacted consolidated operating income by 3 percent due to a stronger U.S. dollar compared to certain foreign currencies, including the South African rand, Mexican peso and Japanese yen, which had an unfavorable impact on our Eurasia and Africa, Latin America, Asia Pacific and Bottling Investments operating segments. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the euro, U.K. pound sterling, Brazilian real and Australian dollar, which had a favorable impact on our Europe, Latin America, Asia Pacific and Bottling Investments operating segments. Refer to the heading "Liquidity, Capital Resources and Financial Position — Foreign Exchange" below.

The Company's Eurasia and Africa segment reported operating income of \$265 million and \$231 million for the three months ended September 26, 2014 and September 27, 2013, respectively. The segment was unfavorably impacted by fluctuations in foreign currency exchange rates of 9 percent. The unfavorable impact of foreign currency was offset by favorable pricing across many of the segment's markets.

Operating income for Europe for the three months ended September 26, 2014 and September 27, 2013, was \$752 million and \$742 million, respectively. The Europe segment was favorably impacted by foreign currency exchange rate fluctuations of 2 percent.

Latin America reported operating income of \$653 million and \$720 million for the three months ended September 26, 2014 and September 27, 2013, respectively. Foreign currency exchange rate fluctuations and the Venezuelan Fair Price Law unfavorably impacted operating income by 6 percent and 8 percent, respectively. The impact of these items was partially offset by favorable price mix in the majority of the segment's business units.

Operating income for North America for the three months ended September 26, 2014 and September 27, 2013, was \$760 million and \$803 million, respectively. The decrease in the segment's operating income was impacted by increased marketing investments.

Asia Pacific's operating income for the three months ended September 26, 2014 and September 27, 2013, was \$638 million and \$575 million, respectively. Operating income for the segment reflects a 4 percent increase in concentrate sales as well as efficient expense management, partially offset by the unfavorable impact of foreign currency exchange rate fluctuations of 6 percent.

Operating income for our Bottling Investments segment for the three months ended September 26, 2014 and September 27, 2013, was \$14 million and \$22 million, respectively. Fluctuations in foreign currency exchange rates unfavorably impacted the segment's 2014 operating income by 1 percent.

The Corporate segment's operating loss for the three months ended September 26, 2014 and September 27, 2013, was \$371 million and \$621 million, respectively. Operating loss in 2013 was unfavorably impacted by a \$190 million charge due to the impairment of certain intangible assets. Operating loss for the segment in 2014 reflects a \$21 million decrease in charges related to the Company's productivity and reinvestment program as well as reduced stock-based compensation expense as a result of the reversal of previously recognized expenses related to the Company's long-term incentive programs.

Nine Months Ended September 26, 2014 versus Nine Months Ended September 27, 2013

During the nine months ended September 26, 2014, fluctuations in foreign currency exchange rates unfavorably impacted consolidated operating income by 6 percent due to a stronger U.S. dollar compared to certain foreign currencies, including the South African rand, Mexican peso, Brazilian real, Australian dollar and Japanese yen, which had an unfavorable impact on our Eurasia and Africa, Latin America, Asia Pacific and Bottling Investments operating segments. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the euro and U.K. pound sterling, which had a favorable impact on our Europe and Bottling Investments operating segments. Refer to the heading "Liquidity, Capital Resources and Financial Position — Foreign Exchange" below.

Operating income for the nine months ended September 26, 2014, was unfavorably impacted by one less selling day during the first quarter of 2014 when compared to the first quarter of 2013. This impact was disproportionately more unfavorable for our finished goods businesses, particularly in our North America and Bottling Investments operating

segments.

The Company's Eurasia and Africa segment reported operating income of \$858 million and \$845 million for the nine months ended September 26, 2014 and September 27, 2013, respectively. The segment was unfavorably impacted by fluctuations in foreign currency exchange rates of 12 percent. The unfavorable impact of the foreign currency was offset by favorable pricing across many of the segment's markets.

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Operating income for Europe for the nine months ended September 26, 2014 and September 27, 2013, was \$2,363 million and \$2,261 million, respectively. The Europe group was favorably impacted by foreign currency exchange rate fluctuations of 3 percent as well as favorable pricing in the Central and Southern Europe and Northwest Europe and Nordics business units.

Latin America reported operating income of \$1,954 million and \$2,209 million for the nine months ended September 26, 2014 and September 27, 2013, respectively. Foreign currency exchange rate fluctuations and the Venezuelan Fair Price Law unfavorably impacted operating income by 13 percent and 8 percent, respectively. The impact of these items was partially offset by favorable price mix in all of the segment's business units.

Operating income for North America for the nine months ended September 26, 2014 and September 27, 2013, was \$2,015 million and \$1,875 million, respectively. The segment was favorably impacted by positive price mix, lower commodity costs and product mix, partially offset by increased marketing investments.

Asia Pacific's operating income for the nine months ended September 26, 2014 and September 27, 2013, was \$2,041 million and \$2,024 million, respectively. Operating income was favorably impacted by a 5 percent increase in concentrate sales as well as efficient expense management, partially offset by foreign currency exchange rate fluctuations of 8 percent.

Operating income for our Bottling Investments segment for the nine months ended September 26, 2014 and September 27, 2013, was \$26 million and \$186 million, respectively. The primary reason for the decrease in operating income was the deconsolidation of the Company's Brazilian bottling operations in July of 2013 and increased restructuring expenses incurred by our German bottling operations. In addition, fluctuations in foreign currency unfavorably impacted the segment's 2014 operating income by 2 percent.

The Corporate segment's operating loss for the nine months ended September 26, 2014 and September 27, 2013, was \$1,000 million and \$1,277 million, respectively. Operating loss in 2013 was unfavorably impacted by a \$190 million charge due to the impairment of certain intangible assets. Operating loss for the segment in 2014 reflects a \$43 million decrease in charges related to the Company's productivity and reinvestment program as well as reduced stock-based compensation expense as a result of the reversal of previously recognized expenses related to the Company's long-term incentive programs.

Based on spot rates as of the beginning of October 2014 and our hedging coverage in place, the Company expects currencies, including the Venezuelan bolivar, to have a 7 percent unfavorable impact on our fourth quarter consolidated operating income and a 6 percent unfavorable impact on our full year consolidated operating income.

The Company estimates that the Venezuelan Fair Price Law will negatively impact our consolidated operating income for the full year by 2 percent.

#### Interest Income

During the three months ended September 26, 2014, interest income was \$169 million, compared to \$136 million during the three months ended September 27, 2013, an increase of \$33 million. During the nine months ended September 26, 2014, interest income was \$436 million, compared to \$381 million during the nine months ended September 27, 2013, an increase of \$55 million. These increases primarily reflect higher cash balances and higher average interest rates in certain of our international locations, partially offset by the unfavorable impact of fluctuations in foreign currency exchange rates due to a stronger U.S. dollar against most major currencies.

#### Interest Expense

During the three months ended September 26, 2014, interest expense was \$113 million, compared to \$90 million during the three months ended September 27, 2013, an increase of \$23 million. During the nine months ended September 26, 2014, interest expense was \$344 million, compared to \$314 million during the nine months ended September 27, 2013, an increase of \$30 million. These increases primarily reflect the impact of additional long-term debt the Company issued during late 2013 and 2014 and interest rate swaps on our fixed-rate debt. Refer to Note 5 of Notes to Condensed Consolidated Financial Statements for information on the Company's hedging program. Refer to the heading "Liquidity, Capital Resources and Financial Position — Cash Flows from Financing Activities" below for additional information related to the Company's long-term debt.

#### Equity Income (Loss) — Net

Three Months Ended September 26, 2014 versus Three Months Ended September 27, 2013

Equity income (loss) — net represents the Company's proportionate share of net income or loss from each of our equity method investments. During the three months ended September 26, 2014, equity income was \$205 million, compared to equity income of \$204 million during the three months ended September 27, 2013, an increase of \$1 million. The Company recorded net charges of \$8 million and net gains of \$8 million in the line item equity income (loss) — net during the three months ended September 26, 2014 and September 27, 2013, respectively. These amounts represent the Company's proportionate share of unusual or infrequent items recorded by certain of our equity method investees.



Nine Months Ended September 26, 2014 versus Nine Months Ended September 27, 2013

During the nine months ended September 26, 2014, equity income was \$530 million, compared to equity income of \$537 million during the nine months ended September 27, 2013, a decrease of \$7 million.

The Company recorded net charges of \$41 million and \$34 million in the line item equity income (loss) — net during the nine months ended September 26, 2014 and September 27, 2013, respectively. These amounts represent the Company's proportionate share of unusual or infrequent items recorded by certain of our equity method investees, including charges incurred by an equity method investee due to the devaluation of the Venezuelan bolivar. Refer to the heading "Liquidity, Capital Resources and Financial Position — Foreign Exchange" below for additional information on Venezuela's currency devaluation.

Other Income (Loss) — Net

Three Months Ended September 26, 2014 versus Three Months Ended September 27, 2013

Other income (loss) — net includes, among other things, the impact of foreign currency exchange gains and losses; dividend income; rental income; gains and losses related to the disposal of property, plant and equipment; realized and unrealized gains and losses on trading securities; realized gains and losses on available-for-sale securities; gains and losses related to the acquisition, disposal or merger of bottling companies and other investments; other-than-temporary impairments of available-for-sale securities; and the accretion of expense related to certain acquisitions. The foreign currency exchange gains and losses are primarily the result of the remeasurement of certain monetary assets and liabilities from nonfunctional currencies into functional currencies. The effects of the remeasurement of these assets and liabilities are partially offset by the impact of our economic hedging program for certain exposures on our consolidated balance sheets. Refer to Note 5 of Notes to Condensed Consolidated Financial Statements.

During the three months ended September 26, 2014, other income (loss) — net was a loss of \$312 million. This loss included net foreign currency exchange losses of \$84 million and a charge of \$270 million due to refranchising activities in North America. These charges were partially offset by net gains of \$24 million related to trading securities and available-for-sale securities and dividend income of \$15 million. None of the other items included in other income (loss) — net during the three months ended September 26, 2014, was individually significant. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on the North America refranchising.

During the three months ended September 27, 2013, other income (loss) — net was income of \$658 million. This income included a gain of \$615 million the Company recognized on the deconsolidation of our Brazilian bottling operations as a result of their combination with an independent bottling partner in July 2013 and a gain of \$30 million related to the merger of four of the Company's Japanese bottling partners in which we held equity method investments prior to their merger. None of the other items included in other income (loss) — net during the three months ended September 27, 2013, was individually significant. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on our Brazilian bottling operations. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements for additional information on the merger of certain of our Japanese bottling partners.

Nine Months Ended September 26, 2014 versus Nine Months Ended September 27, 2013

During the nine months ended September 26, 2014, other income (loss) — net was a loss of \$630 million. This loss included net foreign currency exchange losses of \$349 million and a charge of \$410 million due to refranchising activities in North America. The net foreign currency exchange losses were primarily related to a charge of \$226 million due to the expansion of the Venezuelan government's currency conversion markets. These losses were partially offset by net gains of \$53 million related to trading securities and available-for-sale securities and dividend income of \$34 million. None of the other items included in other income (loss) — net during the nine months ended September 26, 2014, was individually significant. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on the North America refranchising. Refer to the heading "Liquidity, Capital Resources and Financial Position — Foreign Exchange" below for additional information on the charge due to the change in Venezuelan exchange rates.

During the nine months ended September 27, 2013, other income (loss) — net was income of \$522 million. This income included a gain of \$615 million the Company recognized on the deconsolidation of our Brazilian bottling operations

and a gain of \$139 million as a result of Coca-Cola FEMSA issuing additional shares of its own stock at a per share amount greater than the carrying value of the Company's per share investment. These gains were partially offset by net foreign currency exchange losses of \$177 million and a net loss of \$114 million related to the merger of four of the Company's Japanese bottling partners. The net foreign currency exchange losses were primarily related to a charge of \$140 million due to the devaluation of the Venezuelan bolivar. None of the other items included in other income (loss) — net during the nine months ended September 27, 2013, was individually significant. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on our Brazilian bottling operations. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements for additional information on the Coca-Cola FEMSA share gain as well as the loss related to the merger of certain of our

Japanese bottling partners. Refer to the heading "Liquidity, Capital Resources and Financial Position — Foreign Exchange" below for additional information on Venezuela's currency devaluation.

We are in discussions with, and in some cases have signed non-binding letters of intent with, various parties regarding the refranchising of additional territories in North America. The Company has not finalized or approved definitive agreements related to these additional territories. If the Company completes any future transactions with a similar structure to the transactions entered into during the nine months ended September 26, 2014, due to our accounting policy election, we will be required to record additional noncash losses as a result of the derecognition of the related intangible assets. We expect the value of these intangible assets will be recovered through future quarterly payments to be received from the bottlers. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements.

#### Income Taxes

Our effective tax rate reflects the benefits of having significant operations outside the United States, which are generally taxed at rates lower than the U.S. statutory rate of 35 percent. As a result of employment actions and capital investments made by the Company, certain tax jurisdictions provide income tax incentive grants, including Brazil, Costa Rica, Singapore and Swaziland. The terms of these grants expire from 2015 to 2023. We anticipate that we will be able to extend or renew the grants in these locations. In addition, our effective tax rate reflects the benefits of having significant earnings generated in investments accounted for under the equity method of accounting, which are generally taxed at rates lower than the U.S. statutory rate.

At the end of each interim period, we make our best estimate of the effective tax rate expected to be applicable for the full fiscal year. This estimate reflects, among other items, our best estimate of operating results and foreign currency exchange rates. Based on current tax laws, the Company's estimated effective tax rate for 2014 is 22.5 percent. However, in arriving at this estimate we do not include the estimated impact of unusual and/or infrequent items, which may cause significant variations in the customary relationship between income tax expense and income before income taxes.

The Company recorded income tax expense of \$538 million (20.2 percent effective tax rate) and \$925 million (27.4 percent effective tax rate) during the three months ended September 26, 2014 and September 27, 2013, respectively. The Company recorded income tax expense of \$1,896 million (23.0 percent effective tax rate) and \$2,331 million (25.2 percent effective tax rate) during the nine months ended September 26, 2014 and September 27, 2013, respectively.

The following table illustrates the tax expense (benefit) associated with unusual and/or infrequent items for the interim periods presented (in millions):

	Three Months Ended		Nine Months Ended		
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013	
Asset impairments	\$—	\$ —	8	\$ —	8
Productivity and reinvestment program	(30	) <sup>1</sup> (37	) <sup>9</sup> (96	) <sup>1</sup> (115	) <sup>9</sup>
Other productivity, integration and restructuring initiatives	—	2 1	10 —	2 2	10
Transaction gains and losses	(96	) <sup>3</sup> 255	11 (147	) <sup>4</sup> 303	12
Certain tax matters	(29	) <sup>5</sup> (20	) <sup>13</sup> 2	5 (20	) <sup>13</sup>
Other — net	(2	) <sup>6</sup> 4	14 6	7 —	15

Related to charges of \$84 million and \$259 million during the three and nine months ended September 26, 2014, <sup>1</sup> respectively. These charges were due to the Company's productivity and reinvestment program. Refer to Note 10 and Note 11 of Notes to Condensed Consolidated Financial Statements.

Related to charges of \$34 million and \$142 million during the three and nine months ended September 26, 2014, <sup>2</sup> respectively. These charges were due to the integration of our German bottling and distribution operations. Refer to Note 10 and Note 11 of Notes to Condensed Consolidated Financial Statements.

Related to charges of \$277 million including \$270 million due to refranchising certain North America territories. <sup>3</sup> Refer to Note 2 of Notes to Condensed Consolidated Financial Statements.

<sup>4</sup> Related to charges of \$417 million including \$410 million due to refranchising certain North America territories. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements.

Primarily related to prior year audit settlements and amounts required to be recorded for changes to our uncertain  
<sup>5</sup> tax positions, including interest and penalties, of which the components of the net change were individually insignificant.

Related to charges of \$14 million that consisted of \$5 million due to the restructuring and transition of the  
<sup>6</sup> Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner, and \$8 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements.

Related to charges of \$319 million that primarily consisted of \$268 million due to the expansion of the Venezuelan  
<sup>7</sup> government's currency conversion markets, including a write-down of receivables from our bottling partner in Venezuela, \$30 million due to the restructuring and transition of the Company's Russian juice operations to an existing joint venture with an unconsolidated bottling partner, and

\$20 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 1 and Note 10 of Notes to Condensed Consolidated Financial Statements.

<sup>8</sup> Related to charges of \$190 million due to the impairment of certain of the Company's intangible assets. Refer to Note 10 and Note 14 of Notes to Condensed Consolidated Financial Statements.

<sup>9</sup> Related to charges of \$97 million and \$312 million during the three and nine months ended September 27, 2013, respectively. These charges were due to the Company's productivity and reinvestment program. Refer to Note 10 and Note 11 of Notes to Condensed Consolidated Financial Statements.

<sup>10</sup> Related to net charges of \$43 million and \$82 million during the three and nine months ended September 27, 2013, respectively. These charges were primarily due to the integration of our German bottling and distribution operations. Refer to Note 10 and Note 11 of Notes to Condensed Consolidated Financial Statements.

<sup>11</sup> Related to a net gain of \$585 million consisting of the following items: a gain of \$615 million due to the deconsolidation of our Brazilian bottling operations upon their combination with an independent bottler; a gain of \$30 million due to the merger of four of the Company's Japanese bottling partners; and charges of \$60 million due to the deferral of revenue and corresponding gross profit associated with the intercompany portion of our concentrate sales to CCEJ and the newly combined Brazilian operations until the finished beverage products made from those concentrates are sold to a third party. Refer to Note 2, Note 10 and Note 14 of Notes to Condensed Consolidated Financial Statements.

<sup>12</sup> Related to a net gain of \$574 million that primarily consisted of the following items: a gain of \$615 million related to the deconsolidation of our Brazilian bottling operations upon their combination with an independent bottler; a gain of \$139 million the Company recognized as a result of Coca-Cola FEMSA issuing additional shares of its own stock during the period at a per share amount greater than the carrying value of the Company's per share investment; a net loss of \$114 million due to the merger of four of the Company's Japanese bottling partners; and charges of \$60 million due to the deferral of revenue and corresponding gross profit associated with the intercompany portion of our concentrate sales to CCEJ and the newly combined Brazilian bottling operations until the finished beverage products made from those concentrates are sold to a third party. Refer to Note 2, Note 10 and Note 14 of Notes to Condensed Consolidated Financial Statements.

<sup>13</sup> Related to amounts required to be recorded for changes to our uncertain tax positions, including interest and penalties. The components of the net change in uncertain tax positions were individually insignificant.

<sup>14</sup> Related to a net charge of \$3 million that consisted of a charge of \$11 million associated with certain of the Company's fixed assets, partially offset by a net gain of \$8 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity method investees. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements.

<sup>15</sup> Related to charges of \$205 million that primarily consisted of the following items: a charge of \$23 million due to the early extinguishment of certain long-term debt; a charge of \$149 million due to the devaluation of the Venezuelan bolivar; a net charge of \$25 million due to our proportionate share of unusual or infrequent items recorded by certain of our equity investees; and a charge of \$11 million associated with certain of the Company's fixed assets. Refer to Note 10 of Notes to Condensed Consolidated Financial Statements.

#### LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

We believe our ability to generate cash from operating activities is one of our fundamental financial strengths. Refer to the heading "Cash Flows from Operating Activities" below. The near-term outlook for our business remains strong, and we expect to generate substantial cash flows from operations throughout the remainder of 2014. As a result of our expected cash flows from operations, we have significant flexibility to meet our financial commitments. The Company does not typically raise capital through the issuance of stock. Instead, we use debt financing to lower our overall cost of capital and increase our return on shareowners' equity. Refer to the heading "Cash Flows from Financing Activities" below. We have a history of borrowing funds domestically and continue to have the ability to borrow funds domestically at reasonable interest rates. Our debt financing includes the use of an extensive commercial paper program as part of our overall cash management strategy. The Company reviews its optimal mix of short-term and long-term debt regularly and may replace certain amounts of commercial paper, short-term debt and current

maturities of long-term debt with new issuances of long-term debt in the future. In addition to the Company's cash balances, commercial paper program, and our ability to issue long-term debt, we also had \$6,321 million in lines of credit available for general corporate purposes as of September 26, 2014. These backup lines of credit expire at various times between 2014 and 2019.

We have significant operations outside the United States. Unit case volume outside the United States represented 81 percent of the Company's worldwide unit case volume for the nine months ended September 26, 2014. We earn a substantial amount of our consolidated operating income and income before income taxes in foreign subsidiaries that either sell concentrate to our local bottling partners or, in certain instances, sell finished products directly to our customers to fulfill the demand for Company beverage products outside the United States. A significant portion of these foreign earnings is considered to be indefinitely reinvested in foreign jurisdictions where the Company has made, and will continue to make, substantial investments to support the ongoing development and growth of our international operations. Accordingly, no U.S. federal and state income taxes have been provided on the portion of our foreign earnings that is considered to be indefinitely reinvested in foreign jurisdictions. The Company's cash, cash equivalents, short-term investments and marketable securities held by our foreign subsidiaries totaled \$20.9 billion as of September 26, 2014. With the exception of an insignificant amount, for which U.S. federal and state income taxes have already been provided, we do not intend, nor do we foresee a need, to repatriate these funds. Additionally, the absence of a government-approved market mechanism to convert local currency to U.S. dollars in

Argentina and Venezuela restricts the Company's ability to pay dividends from these locations. The Company's subsidiaries in Argentina and Venezuela held \$183 million and \$175 million, respectively, of cash, cash equivalents, short-term investments and marketable securities as of September 26, 2014. See further discussion of the Venezuela markets in the "Foreign Exchange" section below.

Net operating revenues in the United States were \$14.7 billion for the nine months ended September 26, 2014, or 42 percent of the Company's consolidated net operating revenues. We expect existing domestic cash, cash equivalents, short-term investments, marketable securities, cash flows from operations and the issuance of domestic debt to continue to be sufficient to fund our domestic operating activities and cash commitments for investing and financing activities. In addition, we expect existing foreign cash, cash equivalents, short-term investments, marketable securities and cash flows from operations to continue to be sufficient to fund our foreign operating activities and cash commitments for investing activities.

In the future, should we require more capital to fund significant discretionary activities in the United States than is generated by our domestic operations and is available through the issuance of domestic debt, we could elect to repatriate future periods' earnings from foreign jurisdictions. This alternative could result in a higher effective tax rate in the future. While the likelihood is remote, the Company could also elect to repatriate earnings from foreign jurisdictions that have previously been considered to be indefinitely reinvested. Upon distribution of those earnings in the form of dividends or otherwise, the Company would be subject to additional U.S. income taxes (net of an adjustment for foreign tax credits) and withholding taxes payable to various foreign jurisdictions, where applicable. This alternative could also result in a higher effective tax rate in the period in which such a determination is made to repatriate prior periods' foreign earnings.

Based on all of the aforementioned factors, the Company believes its current liquidity position is strong, and we will continue to meet all of our financial commitments for the foreseeable future.

#### Cash Flows from Operating Activities

Net cash provided by operating activities for the nine months ended September 26, 2014 and September 27, 2013, was \$7,979 million and \$7,712 million, respectively, an increase of \$267 million. This increase primarily reflects the incremental pension contributions that were made in the first quarter of 2013 compared to 2014 as well as efficient management of working capital. The increase was partially offset by an unfavorable impact from currency exchange rates during 2014 and the effect of the deconsolidation of our Philippine and Brazilian bottling operations in 2013.

#### Cash Flows from Investing Activities

Net cash used in investing activities for the nine months ended September 26, 2014 and September 27, 2013, was \$6,558 million and \$2,983 million, respectively, an increase of \$3,575 million.

#### Purchases of Investments and Proceeds from Disposals of Investments

During the nine months ended September 26, 2014, purchases of investments were \$14,098 million and proceeds from disposals of investments were \$9,558 million, resulting in a net cash outflow of \$4,540 million. During the nine months ended September 27, 2013, purchases of investments were \$11,451 million and proceeds from disposals of investments were \$9,601 million, resulting in a net cash outflow of \$1,850 million. The purchases during the nine months ended September 26, 2014, include our investment in Green Mountain Coffee Roasters, Inc. ("GMCR"), now known as Keurig Green Mountain, Inc., partially offset by the net purchases and proceeds of our short-term investments that were made as part of the Company's overall cash management strategy. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on our investment in GMCR.

On August 14, 2014, the Company and Monster Beverage Corporation ("Monster") entered into definitive agreements for a long-term strategic relationship in the global energy drink category. Upon closing of the related transactions, which is expected to take place in late 2014 or early 2015, the Company will make a net cash payment of \$2.15 billion to Monster. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on these agreements.

#### Acquisitions of Businesses, Equity Method Investments and Nonmarketable Securities

During the nine months ended September 26, 2014, the Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$343 million, which primarily included a joint investment with one of our bottling partners in a dairy company in Ecuador. During the nine months ended September 27, 2013, the

Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$326 million, which primarily included our acquisition of the majority of the remaining outstanding shares of innocent and a majority interest in bottling operations in Myanmar. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on these transactions.

**Proceeds from Disposals of Businesses, Equity Method Investments and Nonmarketable Securities**

During the nine months ended September 26, 2014, proceeds from disposals of businesses, equity method investments and nonmarketable securities were \$73 million, which represented the proceeds from the sale of the Company's distribution assets,



certain working capital items, and the exclusive rights to distribute certain beverage brands not owned by the Company, but distributed by CCR, to certain unconsolidated bottling partners as part of the North America refranchising. During the nine months ended September 27, 2013, proceeds from disposals of businesses, equity method investments and nonmarketable securities were \$869 million, which primarily included the sale of a majority ownership interest in our Philippine bottling operations to Coca-Cola FEMSA, and separately, the deconsolidation of our Brazilian bottling operations. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on these transactions.

#### Purchases of Property, Plant and Equipment — Net

Purchases of property, plant and equipment (net of disposals) for the nine months ended September 26, 2014, were \$1,468 million. The Company currently expects our 2014 full year capital expenditures to be approximately \$2.5 billion, primarily in our Bottling Investments operating segment and our finished product operations in our North America operating segment.

During the nine months ended September 27, 2013, cash outflows for investing activities included purchases of property, plant and equipment (net of disposals) of \$1,561 million.

#### Cash Flows from Financing Activities

Our financing activities include net borrowings, share issuances and share repurchases. Net cash used in financing activities during the nine months ended September 26, 2014 and September 27, 2013, totaled \$196 million and \$1,383 million, respectively.

#### Debt Financing

Issuances and payments of debt included both short-term and long-term financing activities. On September 26, 2014, we had \$6,321 million in lines of credit available for general corporate purposes. These backup lines of credit expire at various times between 2014 and 2019.

During the nine months ended September 26, 2014, the Company had issuances of debt of \$33,292 million, which included \$187 million of net issuances of commercial paper and short-term debt with maturities of 90 days or less and \$29,545 million of issuances of commercial paper and short-term debt with maturities greater than 90 days. The Company's total issuances of debt also included long-term debt issuances of \$3,560 million, net of related discounts and issuance costs. Refer below for additional details on our long-term debt issuances.

The Company made payments of debt of \$28,494 million during the nine months ended September 26, 2014, which included \$27,461 million of payments related to commercial paper and short-term debt with maturities greater than 90 days and payments of long-term debt of \$1,033 million, which included the retirement of certain long-term debt. During the nine months ended September 26, 2014, the Company issued \$3,537 million of long-term debt. The general terms of the notes issued are as follows:

\$1,000 million total principal amount of notes due September 1, 2015, at a variable interest rate equal to the three-month London Interbank Offered Rate ("LIBOR") plus 0.01 percent; and

\$1,015 million total principal amount of euro notes due September 22, 2022 at a fixed interest rate of 1.125 percent; and

\$1,522 million total principal amount of euro notes due September 22, 2026 at a fixed interest rate of 1.875 percent.

During the nine months ended September 26, 2014, the Company retired \$1,000 million of long-term debt upon maturity.

As of September 26, 2014, the carrying value of the Company's long-term debt included \$477 million of fair value adjustments related to the debt assumed in connection with our acquisition of CCE's former North America business. These fair value adjustments will be amortized over a weighted-average period of approximately 20 years, which is equal to the weighted-average maturity of the assumed debt to which these fair value adjustments relate. The amortization of these fair value adjustments will be a reduction of interest expense in future periods, which will typically result in our interest expense being less than the actual interest paid to service the debt.

During the nine months ended September 27, 2013, the Company had issuances of debt of \$31,147 million, which included \$475 million of net issuances of commercial paper and short-term debt with maturities of 90 days or less and \$28,167 million of issuances of commercial paper and short-term debt with maturities greater than 90 days. The Company's total issuances of debt also included long-term debt issuances of \$2,505 million, net of related discounts

and issuance costs. Refer below for additional details on our long-term debt issuances.

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The Company made payments of debt of \$27,293 million during the nine months ended September 27, 2013, which included \$26,016 million of payments related to commercial paper and short-term debt with maturities greater than 90 days and payments of long-term debt of \$1,277 million, which included the early extinguishment of certain long-term debt.

During the nine months ended September 27, 2013, the Company issued \$2,500 million of long-term debt. The general terms of the notes issued are as follows:

\$500 million total principal amount of notes due March 5, 2015, at a variable interest rate equal to the three-month LIBOR minus 0.02 percent;

\$1,250 million total principal amount of notes due April 1, 2018, at a fixed interest rate of 1.15 percent; and

\$750 million total principal amount of notes due April 1, 2023, at a fixed interest rate of 2.5 percent.

During the nine months ended September 27, 2013, the Company extinguished \$1,254 million of long-term debt prior to maturity and recorded a charge of \$23 million in the line item interest expense in our condensed consolidated statement of income. The general terms of the notes that were extinguished are as follows:

\$225 million total principal amount of notes due August 15, 2013, at a fixed interest rate of 5.0 percent;

\$675 million total principal amount of notes due March 3, 2014, at a fixed interest rate of 7.375 percent; and

\$354 million total principal amount of notes due March 1, 2015, at a fixed interest rate of 4.25 percent.

#### Issuances of Stock

During the nine months ended September 26, 2014, the Company received cash proceeds from issuances of stock of \$1,058 million, a decrease of \$21 million when compared to cash proceeds of \$1,079 million from stock issuances during the nine months ended September 27, 2013.

#### Share Repurchases

During the nine months ended September 26, 2014, the Company repurchased 71.4 million shares of common stock under the share repurchase plan authorized by our Board of Directors. These shares were repurchased at an average cost of \$40.42 per share, for a total cost of \$2,887 million. However, due to the timing of settlements, the total cash outflow for treasury stock purchases was \$2,963 million during the nine months ended September 26, 2014. The total cash outflow for treasury stock during the first nine months of 2014 includes treasury stock that was purchased and settled during the nine months ended September 26, 2014, as well as stock purchased in December 2013 that settled in early 2014; however, it does not include treasury stock that was purchased but did not settle during the nine months ended September 26, 2014. In addition, the cash flow impact of the Company's treasury stock activity also includes shares surrendered to the Company to satisfy minimum tax withholding obligations in connection with so-called stock swap exercises of employee stock options and/or the vesting of restricted stock issued to employees. The impact of the Company's issuances of stock and share repurchases during the nine months ended September 26, 2014, resulted in a net cash outflow of \$1,905 million. During 2014, the Company expects to purchase approximately \$2.5 billion of treasury shares, net of proceeds from the issuance of stock due to the exercise of employee stock options.

During the nine months ended September 27, 2013, the Company repurchased 95.9 million shares of common stock under the share repurchase plan authorized by our Board of Directors. These shares were repurchased at an average cost of \$39.84 per share, for a total cost of \$3,820 million. However, due to the timing of settlements, the total cash outflow for treasury stock purchases during the nine months ended September 27, 2013, was \$3,892 million. The total cash outflow for treasury stock during the first nine months of 2013 includes treasury stock that was purchased and settled during the nine months ended September 27, 2013, as well as stock purchased in December 2012 that settled in early 2013; however, it does not include treasury stock that was purchased but did not settle during the nine months ended September 27, 2013. In addition, the cash flow impact of the Company's treasury stock activity also includes shares surrendered to the Company to satisfy minimum tax withholding obligations in connection with so-called stock swap exercises of employee stock options and/or the vesting of restricted stock issued to employees. The impact of the Company's issuances of stock and share repurchases during the nine months ended September 27, 2013, resulted in a net cash outflow of \$2,813 million.

#### Dividends

The Company paid dividends of \$2,680 million and \$2,494 million during the nine months ended September 26, 2014 and September 27, 2013, respectively. As a result of timing, the Company only paid two quarters of

dividends during the nine months ended September 26, 2014 and September 27, 2013. The Company's dividend payments for the third quarter of 2014 and 2013 were made on October 1, 2014 and October 1, 2013, respectively. Our Board of Directors approved the Company's regular quarterly dividend of \$0.305 per share at its October 2014 meeting. This dividend is payable on December 15, 2014, to shareowners of record as of December 1, 2014.

### Other Financing Activities

During the nine months ended September 26, 2014 and September 27, 2013, net cash provided by (used in) other financing activities was (\$409) million and \$70 million, respectively. During the nine months ended September 26, 2014, the Company paid \$503 million to purchase the remaining outstanding shares of our German bottling and distribution operations. See Note 2 of Notes to Condensed Consolidated Financial Statements.

### Foreign Exchange

Our international operations are subject to certain opportunities and risks, including foreign currency fluctuations and governmental actions. We closely monitor our operations in each country and seek to adopt appropriate strategies that are responsive to changing economic and political environments, and to fluctuations in foreign currencies.

Our Company conducts business in more than 200 countries. Due to our global operations, weaknesses in the currencies of some of these countries are often offset by strengths in others. Our foreign currency management program is designed to mitigate, over time, a portion of the potentially unfavorable impact of exchange rate changes on net income and earnings per share. Taking into account the effects of our hedging activities, the impact of changes in foreign currency exchange rates decreased our consolidated operating income for the three and nine months ended September 26, 2014, by 3 percent and 6 percent, respectively. As a result of the U.S. dollar continuing to strengthen against other currencies, including many of those that we do not traditionally hedge, the Company expects foreign currency exchange rates to have an unfavorable impact on our consolidated results through the end of the year. Based on spot rates as of the beginning of October 2014 and our hedging coverage in place, the Company expects currencies, including the Venezuelan bolivar, to have a 7 percent unfavorable impact on our fourth quarter consolidated operating income and a 6 percent unfavorable impact on our full year consolidated operating income.

In February 2013, the Venezuelan government devalued its currency to an official rate of exchange ("official rate") of 6.3 bolivars per U.S. dollar provided by the Commission for the Administration of Foreign Exchange ("CADIVI"). At that time, the Company remeasured the net monetary assets of our Venezuelan subsidiary at the official rate. As a result of the devaluation, we recognized a loss of \$140 million in the line item other income (loss) — net in our condensed consolidated statement of income during the nine months ended September 27, 2013.

Beginning in October 2013, the government authorized certain companies that operate in designated industry sectors to exchange a limited volume of bolivars for U.S. dollars at a bid rate established via weekly auctions under a system referred to as "SICAD 1." During the first quarter of 2014, the government expanded the types of transactions that may be subject to the weekly SICAD 1 auction process while retaining the official rate of 6.3 bolivars per U.S. dollar; replaced CADIVI with a new foreign currency administration, the National Center for Foreign Commerce ("CENCOEX"); and introduced another currency exchange mechanism ("SICAD 2"). The SICAD 2 rate is intended to more closely resemble a market-driven exchange rate than the official rate and SICAD 1. As a result of these changes, an entity may be able to convert bolivars to U.S. dollars at one of three legal exchange rates, which as of March 28, 2014, were 6.3 (official rate), 10.8 (SICAD 1) and 50.9 (SICAD 2). We analyzed the multiple rates available and the Company's estimates of the applicable rate at which future transactions could be settled, including the payment of dividends. Based on this analysis, we determined that the SICAD 1 rate is the most appropriate rate to use for remeasurement given our circumstances. Therefore, as of March 28, 2014, we remeasured the net monetary assets of our Venezuelan subsidiary using an exchange rate of 10.8 bolivars per U.S. dollar, which was the SICAD 1 rate on that date. We recorded a charge of \$226 million related to the change in exchange rates in the line item other income (loss) — net in our condensed consolidated statement of income.

If the bolivar devalues further, or if we are able to access currency at different rates that are reasonable to the Company, it would result in our Company recognizing additional foreign currency exchange gains or losses in our condensed consolidated financial statements. As of September 26, 2014, our Venezuelan subsidiary held net monetary assets of \$206 million, including \$175 million of cash, cash equivalents, short-term investments and marketable securities. Despite the additional currency conversion mechanisms, the Company's ability to pay dividends from Venezuela is still restricted due to the low volume of U.S. dollars available for conversion.

In addition to the foreign currency exchange exposure related to our Venezuelan subsidiary's net monetary assets, we also sell concentrate to our bottling partner in Venezuela from outside the country. These sales are denominated in U.S. dollars and the carrying value of the receivables related to these sales was \$275 million as of September 26,

2014. If a government-approved exchange rate mechanism is not available for our bottling partner in Venezuela to convert bolivars and pay for these receivables and for future concentrate sales, the receivables balance will continue to increase. We will continue to monitor the collectability and convertibility of these receivables. We also have certain U.S. dollar denominated intangible assets associated with products sold in Venezuela, which had a carrying value of \$107 million as of September 26, 2014. If the bolivar further devalues, it could result in the impairment of these intangible assets.

The Company will continue to manage its foreign currency exchange exposures to mitigate, over time, a portion of the impact of exchange rate changes on net income and earnings per share.

#### Overview of Financial Position

The following table illustrates the change in the individual line items of the Company's condensed consolidated balance sheet as of September 26, 2014, compared to our consolidated balance sheet as of December 31, 2013 (in millions):

	September 26, 2014	December 31, 2013	Increase (Decrease)	Percent Change	
Cash and cash equivalents	\$11,084	\$10,414	\$670	6	%
Short-term investments	9,185	6,707	2,478	37	
Marketable securities	3,445	3,147	298	9	
Trade accounts receivable — net	5,081	4,873	208	4	
Inventories	3,277	3,277	—	—	
Prepaid expenses and other assets	3,277	2,886	391	14	
Assets held for sale	103	—	103	*	
Equity method investments	10,582	10,393	189	2	
Other investments	3,737	1,119	2,618	234	
Other assets	4,850	4,661	189	4	
Property, plant and equipment — net	14,738	14,967	(229)	(2)	)
Trademarks with indefinite lives	6,619	6,744	(125)	(2)	)
Bottlers' franchise rights with indefinite lives	7,025	7,415	(390)	(5)	)
Goodwill	12,188	12,312	(124)	(1)	)
Other intangible assets	1,123	1,140	(17)	(1)	)
Total assets	\$96,314	\$90,055	\$6,259	7	%
Accounts payable and accrued expenses	\$10,517	\$9,577	\$940	10	%
Loans and notes payable	19,175	16,901	2,274	13	
Current maturities of long-term debt	2,524	1,024	1,500	146	
Accrued income taxes	528	309	219	71	
Liabilities held for sale	16	—	16	*	
Long-term debt	20,111	19,154	957	5	
Other liabilities	3,383	3,498	(115)	(3)	)
Deferred income taxes	6,391	6,152	239	4	
Total liabilities	\$62,645	\$56,615	\$6,030	11	%
Net assets	\$33,669	\$33,440	\$229	<sup>1</sup> 1	%

<sup>1</sup> Includes a decrease in net assets of \$1,284 million resulting from foreign currency translation adjustments in various balance sheet line items.

\*Calculation is not meaningful.

The increases (decreases) in the table above include the impact of the following transactions and events:

Cash and cash equivalents and short-term investments increased \$3,148 million, or 18 percent. This increase reflects the Company's higher foreign cash balance as well as cash held in anticipation of the Company's third quarter 2014 dividend payment which was made on October 1, 2014.

Other investments increased \$2,618 million, or 234 percent, primarily due to the Company's investment in GMCR, which is accounted for as an available-for-sale security. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for additional information on this investment.

Accounts payable and accrued expenses increased \$940 million, or 10 percent, primarily due to the Company's third quarter 2014 dividend payment, which was payable to shareowners of record as of September 15, 2014. This payment was made on October 1, 2014.

- Loans and notes payable increased \$2,274 million, or 13 percent, and current maturities of long-term debt increased \$1,500 million, or 146 percent, primarily due to the net issuances of commercial paper during the

nine months ended September 26, 2014, and the reclassification of long-term debt that is scheduled to mature within a year out of the line item long-term debt.



Long-term debt increased \$957 million, or 5 percent, primarily due to the issuances of debt during the first and third quarters of 2014, partially offset by the reclassification of certain portions of the Company's long-term debt during the nine months ended September 26, 2014. Long-term debt that is scheduled to mature within a year is reclassified out of the line item long-term debt into the line item current maturities of long-term debt. Refer to the heading "Cash Flows from Financing Activities" above and Note 6 of Notes to Condensed Consolidated Financial Statements for additional information.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have no material changes to the disclosures on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2013.

#### Item 4. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 26, 2014.

##### Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 26, 2014, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Part II. Other Information

##### Item 1. Legal Proceedings

Information regarding reportable legal proceedings is contained in Part I, "Item 3. Legal Proceedings" in our Annual Report on Form 10-K for the year ended December 31, 2013, as updated in Part II, "Item 1. Legal Proceedings" in our Quarterly Report on Form 10-Q for the quarter ended June 27, 2014.

##### Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. The risks described in this report and in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of common stock of the Company made during the three months ended September 26, 2014, by The Coca-Cola Company or any "affiliated purchaser" of The Coca-Cola Company as defined in Rule 10b-18(a)(3) under the Exchange Act:

Period	Total Number of Shares Purchased <sup>1</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of the Publicly Announced Plan <sup>2</sup>	Maximum Number of Shares That May Yet Be Purchased Under the Publicly Announced Plan
June 28, 2014, through July 25, 2014	2,764,350	\$42.09	2,750,000	371,839,867
July 26, 2014, through August 22, 2014	5,577,375	\$40.91	5,565,900	366,273,967
August 23, 2014, through September 26, 2014	15,922,314	\$41.81	15,922,314	350,351,653
Total	24,264,039	\$41.64	24,238,214	

<sup>1</sup> The total number of shares purchased includes: (1) shares purchased pursuant to the 2012 Plan described in footnote 2 below; and (2) shares surrendered to the Company to pay the exercise price and/or to satisfy tax withholding obligations in connection with so-called stock swap exercises of employee stock options and/or the vesting of restricted stock issued to employees, totaling 14,350 shares, 11,475 shares and zero shares for the fiscal months of July, August and September 2014, respectively.

<sup>2</sup> On October 18, 2012, we publicly announced that our Board of Directors had authorized a plan (the "2012 Plan") for the Company to purchase up to 500 million shares of our Company's common stock. This column discloses the number of shares purchased pursuant to the 2012 Plan during the indicated time periods (including shares purchased pursuant to the terms of preset trading plans meeting the requirements of Rule 10b5-1 under the Exchange Act).

## Item 6. Exhibits

In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements contain representations, warranties, covenants and conditions by or of each of the parties to the applicable agreement. These representations, warranties, covenants and conditions have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations, warranties, covenants and conditions may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this report and the Company's other public filings, which are available without charge through the Securities and Exchange Commission's website at <http://www.sec.gov>.

Exhibit No.

(With regard to applicable cross-references in the list of exhibits below, the Company's Current, Quarterly and Annual Reports are filed with the Securities and Exchange Commission (the "SEC") under File No. 001-02217.)

- 3.1 Certificate of Incorporation of the Company, including Amendment of Certificate of Incorporation, dated July 27, 2012 — incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2012.
- 3.2 By-Laws of the Company, as amended and restated through April 25, 2013 — incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed April 26, 2013.
- 4.1 As permitted by the rules of the SEC, the Company has not filed certain instruments defining the rights of holders of long-term debt of the Company or consolidated subsidiaries under which the total amount of securities authorized does not exceed 10 percent of the total assets of the Company and its consolidated subsidiaries. The Company agrees to furnish to the SEC, upon request, a copy of any omitted instrument.
- 4.2 Amended and Restated Indenture, dated as of April 26, 1988, between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 33-50743) filed on October 25, 1993.
- 4.3 First Supplemental Indenture, dated as of February 24, 1992, to Amended and Restated Indenture, dated as of April 26, 1988, between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (Registration No. 33-50743) filed on October 25, 1993.
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- 4.5 Form of Note for 5.350% Notes due November 15, 2017 — incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed October 31, 2007.
- 4.6 Form of Note for 4.875% Notes due March 15, 2019 — incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on March 5, 2009.
- 4.7 Form of Note for 1.500% Notes due November 15, 2015 — incorporated herein by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed November 18, 2010.
- 4.8 Form of Note for 3.150% Notes due November 15, 2020 — incorporated herein by reference to Exhibit 4.7 to the Company's Current Report on Form 8-K filed November 18, 2010.
- 4.9 Form of Exchange and Registration Rights Agreement among the Company, the representatives of the initial purchasers of the Notes and the other parties named therein — incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed August 8, 2011.
- 4.10 Form of Note for 1.80% Notes due September 1, 2016 — incorporated herein by reference to Exhibit 4.13 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011.
- 4.11 Form of Note for 3.30% Notes due September 1, 2021 — incorporated herein by reference to Exhibit 4.14 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011.
- 4.12 Form of Note for 0.750% Notes due March 13, 2015 — incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on March 14, 2012.
- 4.13 Form of Note for 1.650% Notes due March 14, 2018 — incorporated herein by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on March 14, 2012.
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- 4.21 Form of Note for 3.200% Notes due 2023 — incorporated herein by reference to Exhibit 4.8 to the Company's Current Report on Form 8-K filed on November 1, 2013.
- 4.22 Form of Note for Floating Rate Notes due 2015 — incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on March 7, 2014.
- 4.23 Form of Note for 1.125% Notes due 2022 — incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form 8-A filed on September 19, 2014.
- 4.24 Form of Note for 1.875% Notes due 2026 — incorporated herein by reference to Exhibit 4.5 to the Company's Registration Statement on Form 8-A filed on September 19, 2014.
- 12.1 Computation of Ratios of Earnings to Fixed Charges.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification, executed by Muhtar Kent, Chairman of the Board of Directors, Chief Executive Officer and President of The Coca-Cola Company.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification, executed by Kathy N. Waller, Executive Vice President and Chief Financial Officer of The Coca-Cola Company.
- 32.1 Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Section 1350), executed by Muhtar Kent, Chairman of the Board of Directors, Chief Executive Officer and President of The Coca-Cola Company, and by Kathy N. Waller, Executive Vice President and Chief Financial Officer of The Coca-Cola Company.
- 101 The following financial information from The Coca-Cola Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Income for the three and nine months ended September 26, 2014, and September 27, 2013, (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 26, 2014, and September 27, 2013, (iii) Condensed Consolidated Balance Sheets as of September 26, 2014, and December 31, 2013, (iv) Condensed Consolidated Statements of Cash Flows for the nine months ended September 26, 2014, and September 27, 2013, and (v) Notes to Condensed Consolidated Financial Statements.

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, thereunto duly authorized.

THE COCA-COLA COMPANY  
(REGISTRANT)

/s/ LARRY M. MARK  
Larry M. Mark  
Vice President and Controller  
(As Principal Accounting Officer)

Date: October 29, 2014

/s/ MARK RANDAZZA  
Mark Randazza  
Vice President and Assistant Controller  
(On behalf of the Registrant)

Date: October 29, 2014

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