

10-K 1 a2202147z10-k.htm 10-K

Use these links to rapidly review the document

[Table of Contents](#)

[TABLE OF CONTENTS](#)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

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

For the fiscal year ended December 31, 2010

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-02217



(Exact name of Registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**58-0628465**  
(IRS Employer  
Identification No.)

**One Coca-Cola Plaza**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30313**  
(Zip Code)

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

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

Title of each class  
COMMON STOCK, \$0.25 PAR VALUE

Name of each exchange on which registered  
NEW YORK STOCK EXCHANGE

**Securities registered pursuant to Section 12(g) of the Act: None**

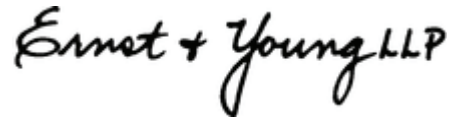
**Report of Independent Registered Public Accounting Firm****Board of Directors and Shareowners**  
*The Coca-Cola Company*

We have audited the accompanying consolidated balance sheets of The Coca-Cola Company and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, shareowners' equity, and cash flows for each of the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Coca-Cola Company and subsidiaries at December 31, 2010 and 2009, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), The Coca-Cola Company and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2011 expressed an unqualified opinion thereon.



Atlanta, Georgia  
February 28, 2011

**NOTE 12: STOCK COMPENSATION PLANS**

Our Company grants stock options and restricted stock awards to certain employees of the Company. Total stock-based compensation expense was \$380 million, \$241 million and \$266 million in 2010, 2009 and 2008, respectively, and was included as a component of selling, general and administrative expenses in our consolidated statements of income. The total income tax benefit recognized in our consolidated statements of income related to stock-based compensation arrangements was \$110 million, \$68 million and \$72 million in 2010, 2009 and 2008, respectively.

As of December 31, 2010, we had \$457 million of total unrecognized compensation cost related to nonvested stock-based compensation arrangements granted under our plans. This cost is expected to be recognized over a weighted-average period of 1.7 years as stock-based compensation expense. This expected cost does not include the impact of any future stock-based compensation awards.

As a result of our acquisition of CCE's North American business, the Company assumed certain stock-based compensation plans previously sponsored by CCE. Shares from these plans remain available for future grant to current employees who were employees of CCE or its subsidiaries prior to the acquisition or who are hired by the Company or its subsidiaries following the acquisition. The assumed Coca-Cola Enterprises Inc. 2001 Stock Option Plan, Coca-Cola Enterprises Inc. 2004 Stock Award Plan and the Coca-Cola Enterprises Inc. 2007 Incentive Award Plan previously sponsored by CCE have approximately 15 million shares available for grant after conversion of CCE common stock into our common stock when all outstanding awards including restricted stock units and performance share units at target level are included. The Company has not granted any equity awards from the assumed plans.

**Stock Option Plans**

The fair value of our stock option grants is amortized over the vesting period, generally four years. The fair value of each option award is estimated on the grant date using a Black-Scholes-Merton option-pricing model. The weighted-average fair value of options granted during the past three years and the weighted-average assumptions used in the Black-Scholes-Merton option-pricing model for such grants were as follows:

	2010	2009	2008
Fair value of options at grant date	\$ 9.39	\$ 6.38	\$ 9.81
Dividend yield <sup>1</sup>	2.9%	3.4%	2.3%
Expected volatility <sup>2</sup>	20.0%	20.0%	18.0%
Risk-free interest rate <sup>3</sup>	3.0%	2.8%	3.2%
Expected term of the option <sup>4</sup>	6 years	6 years	6 years

<sup>1</sup> The dividend yield is the calculated yield on the Company's stock at the time of the grant.

<sup>2</sup> Expected volatility is based on implied volatilities from traded options on the Company's stock, historical volatility of the Company's stock, and other factors.

<sup>3</sup> The risk-free interest rate for the period matching the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

<sup>4</sup> The expected term of the option represents the period of time that options granted are expected to be outstanding and is derived by analyzing historic exercise behavior.

Generally, stock options granted from 1999 through July 2003 expire 15 years from the date of grant and stock options granted in December 2003 and thereafter expire 10 years from the date of grant. The shares of common stock to be issued, transferred and/or sold under the stock option plans are made available from authorized and unissued Company common stock or from the Company's treasury shares. In 2007, the Company began issuing common stock under these plans from the Company's treasury shares. The Company had the following active stock option plans as of December 31, 2010:

The Coca-Cola Company 1999 Stock Option Plan (the "1999 Option Plan") was approved by shareowners in April 1999. Under the 1999 Option Plan, a maximum of 120 million shares of our common stock was approved to be issued or transferred, through the grant of stock options, to certain officers and employees.

The Coca-Cola Company 2002 Stock Option Plan (the "2002 Option Plan") was approved by shareowners in April 2002. An amendment to the 2002 Option Plan which permitted the issuance of stock appreciation rights was approved

by shareowners in April 2003. Under the 2002 Option Plan, a maximum of 120 million shares of our common stock was approved to be issued or transferred, through the grant of stock options or stock appreciation rights, to certain officers and employees. No stock appreciation rights have been issued under the 2002 Option Plan as of December 31, 2010.

The Coca-Cola Company 2008 Stock Option Plan (the "2008 Option Plan") was approved by shareowners in April 2008. Under the 2008 Option Plan, a maximum of 140 million shares of our common stock was approved to be issued or transferred to certain officers and employees pursuant to stock options granted under the 2008 Option Plan.

As of December 31, 2010, there were approximately 112 million shares available to be granted under the stock option plans discussed above. Options to purchase common stock under all of these plans have generally been granted at fair market value at the date of grant.

Stock option activity for all stock option plans for the year ended December 31, 2010, was as follows:

	Shares (In millions)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value (In millions)
Outstanding on January 1, 2010	189	\$ 47.90		
Granted <sup>1</sup>	23	51.48		
Exercised	(37)	45.84		
Forfeited/expired	(4)	49.86		
Outstanding on December 31, 2010	171	\$ 48.77	6.21 years	\$ 2,916
Expected to vest at December 31, 2010	169	\$ 48.75	6.18 years	\$ 2,878
Exercisable on December 31, 2010	114	\$ 48.41	5.31 years	\$ 1,987

<sup>1</sup> Includes the issuance of approximately 5 million stock option replacement awards in connection with our acquisition of CCE's North American business. These options had a weighted-average exercise price of \$36.42, which generally vest over three years and expire 10 years from the original date of grant. A portion of the expense associated with these options has been included as a component of the total purchase price related to our acquisition of CCE's North American business. Refer to Note 2.

The total intrinsic value of the options exercised was \$524 million, \$146 million and \$150 million in 2010, 2009 and 2008, respectively. The total shares exercised were 37 million, 15 million and 12 million in 2010, 2009 and 2008, respectively.

### ***Restricted Stock Award Plans***

Under The Coca-Cola Company 1989 Restricted Stock Award Plan and The Coca-Cola Company 1983 Restricted Stock Award Plan (the "Restricted Stock Award Plans"), 40 million and 24 million shares of restricted common stock, respectively, were originally available to be granted to certain officers and key employees of our Company. As of December 31, 2010, approximately 22 million shares remain available for grant under the Restricted Stock Award Plans, when all outstanding awards including restricted stock units and performance share units at the target level are included. The Company issues restricted stock to employees as a result of performance share unit awards, time-based awards and performance-based awards.

For awards prior to January 1, 2008, under the 1983 Restricted Stock Award Plan, participants are reimbursed by our Company for income taxes imposed on the award, but not for taxes generated by the reimbursement payment. The 1983 Restricted Stock Plan has been amended to eliminate this tax reimbursement for awards after January 1, 2008. The shares are subject to certain transfer restrictions and may be forfeited if a participant leaves our Company for reasons other than retirement, disability or death, absent a change in control of our Company.

### ***Performance Share Unit Awards***

In 2003, the Company established a program to grant performance share units under The Coca-Cola Company 1989 Restricted Stock Award Plan to executives. In 2008, the Company expanded the program to award a mix of stock options and performance share units to eligible employees in addition to executives. The number of shares earned is determined at the end of each performance period, generally three years, based on the actual performance criteria predetermined by the Board of Directors at the time of grant. If the performance criteria are met, the award results in a grant of restricted stock or restricted stock units, which are then generally subject to a holding period in order for the

restricted stock to be released. For performance share units granted before 2008, this holding period is generally two years. For performance share units granted in 2008 and beyond, this holding period is generally one year. Restrictions on such stock generally lapse at the end of the holding period. Performance share units generally do not pay dividends or allow voting rights during the performance period. Participants generally only receive dividends or dividend equivalents once the performance criteria have been certified and the restricted stock or restricted stock units have been issued. Accordingly, the fair value of these units is the quoted market value of the Company stock on the grant date less the present value of the expected dividends not received during the performance period. In the period it becomes probable that the performance criteria specified in the plan will be achieved, we recognize expense for the proportionate share of the total fair value of the performance share units related to the vesting period that has already lapsed. The remaining cost of the grant is expensed on a straight-line basis over the balance of the vesting period.

Performance share units under The Coca-Cola Company 1989 Restricted Stock Award Plan require achievement of certain financial measures, primarily compound annual growth in earnings per share or economic profit. These financial measures are adjusted for certain items approved and certified by the Audit Committee of the Board of Directors. The purpose of these adjustments is to ensure a consistent year to year comparison of the specific performance criteria. Economic profit is our net operating profit after tax less the cost of the capital used in our business. In the event that the financial result equals the predefined target, the Company will grant the number of restricted shares equal to the target award in the underlying performance share unit agreements. In the event the financial result exceeds the predefined target, additional shares up to the maximum award may be granted. In the event the financial result falls below the predefined target, a reduced number of shares may be granted. If the financial result falls below the threshold award performance level, no shares will be granted. Performance share units are generally settled in stock, except for certain circumstances such as death or disability, where former employees or their beneficiaries are provided a cash equivalent payment. As of December 31, 2010, performance share units of approximately 2,414,000 and 2,840,000 were outstanding for the 2008-2010 and 2010-2012 performance periods, respectively.

The following table summarizes information about performance share units based on the target award amounts in the performance share unit agreements:

	Share Units (In thousands)	Weighted-Average Grant-Date Fair Value
Outstanding on January 1, 2010	3,471	\$ 50.78
Granted	2,922	50.33
Conversions:		
Restricted stock <sup>1</sup>	(461)	44.62
Restricted stock units <sup>2</sup>	(368)	41.77
Paid in cash equivalent	(14)	44.74
Canceled/forfeited	(296)	53.01
Outstanding on December 31, 2010 <sup>3</sup>	5,254	\$ 51.60

<sup>1</sup> Represents performance share units converted to restricted stock based on the certification of financial results for the 2007-2009 performance period. The vesting of this restricted stock is subject to terms of the performance share unit agreements.

<sup>2</sup> Represents performance share units converted to restricted stock units for executives based on the certification of financial results for the 2007-2009 performance period and 72,000 shares related to a grant in 2004 that contained predefined qualitative performance criteria and release criteria that differ from the other programs described above. These awards are similar to restricted stock, including payment of dividend equivalents, but were granted in this manner because the executives were based outside the United States. The vesting of restricted stock units is subject to terms of the performance share unit agreements.

<sup>3</sup> The outstanding performance share units as of December 31, 2010, at the threshold award and maximum award levels were 2.6 million and 7.9 million, respectively.

The Company converted performance share units of 13,825 in 2010, 20,958 in 2009 and 56,642 in 2008 to cash equivalent payments of approximately \$0.7 million, \$1.1 million and \$3.3 million, respectively, to former executives who were ineligible for restricted stock grants due to certain events such as death, disability or termination.





The following table summarizes information about the conversions of performance share units to restricted stock and restricted stock units:

	Share Units (In thousands)	Weighted-Average Grant-Date Fair Value <sup>1</sup>
Nonvested on January 1, 2010	678	\$ 39.25
Granted:		
Restricted stock	461	44.62
Restricted stock units <sup>2</sup>	368	41.77
Vested and released	(685)	39.50
Canceled/forfeited	(25)	39.74
Nonvested on December 31, 2010 <sup>3</sup>	797	\$ 43.29

<sup>1</sup> The weighted-average grant-date fair value is based on the fair values of the performance share units grant fair values.

<sup>2</sup> These awards are similar to restricted stock, including the payment of dividend equivalents, but were granted in this manner because the employees were based outside the United States.

<sup>3</sup> The nonvested shares as of December 31, 2010, are presented at the actual award amount.

The total intrinsic value of restricted shares that were vested and released was \$58 million, \$66 million and \$23 million in 2010, 2009 and 2008, respectively. The total restricted share units vested and released were 925,233 in 2010, which included 685,383 of shares released at the target award amount. In 2009 and 2008, the total restricted share units vested and released were 1,269,604 and 437,871, respectively.

Replacement performance share unit awards issued by the Company in connection with our acquisition of CCE's North American business are not included in the tables or discussions above and were originally granted under the Coca-Cola Enterprises Inc. 2007 Incentive Award Plan. Refer to Note 2. These awards were converted into equivalent share units of the Company's common stock on the acquisition date, and entitle the participant to dividend equivalents (which vest, in some cases, only if the restricted share unit vest), but not the right to vote. Accordingly, the fair value of these units was the quoted value of the Company's stock at the grant date. The number of shares earned is determined at the end of each performance period, generally one to three years, based on the actual performance criteria predetermined at the time of grant. These performance share units require achievement of certain financial measures, primarily compound annual growth in earnings per share, as adjusted for certain items detailed in the plan documents. In the event the financial results exceed the predefined targets, additional shares up to a maximum of 200 percent of target may be granted. In the event the financial results fall below the predefined targets, a reduced number of shares may be granted. If the financial results fall below the minimum award performance level, no shares will be granted.

On the acquisition date, the Company issued approximately 1.6 million replacement performance share unit awards at target with a weighted average grant-date price of \$59.12 per share unit for the 2008-2010, 2009, and 2010 performance periods. The 2008-2010 and the 2010 performance period awards were projected to payout at 200 percent on the acquisition date, and were certified as such in February 2011. The 2009 award was already certified at 200 percent prior to the acquisition date. As a result, the Company expects to issue approximately 3.2 million shares related to the certified 2009 performance period and the projected 2008-2010 and 2010 performance periods.

In accordance with accounting principles generally accepted in the United States, the portion of the fair value of the replacement awards related to services provided prior to the business combination was included in the total purchase price. Refer to Note 2. The portion of the fair value associated with future service is recognized as expense over the future service period. However, in the fourth quarter of 2010, the Company modified primarily all of these performance awards to eliminate the remaining holding period after December 31, 2010, which resulted in approximately \$74 million of accelerated expense included in the total stock-based compensation expense above. As a result of this modification, the Company released approximately 1.4 million shares at the 200 percent payout for the 2009 performance period award during the fourth quarter of 2010. The intrinsic value of the release of these shares was approximately \$91 million. As of December 31, 2010, the Company had outstanding replacement performance share units of approximately 931,000 at target. The majority of the remaining shares are scheduled for release in the first quarter of 2011.



*Time-Based and Performance-Based Restricted Stock and Restricted Stock Unit Awards*

The Coca-Cola Company 1989 Restricted Stock Award Plan allows for the grant of time-based and performance-based restricted stock and restricted stock units. The performance-based restricted awards are released only upon the achievement of specific measurable performance criteria. These awards pay dividends during the performance period. The majority of awards have specific performance targets for achievement. If the performance targets are not met, the awards will be canceled. In the period it becomes probable that the performance criteria will be achieved, we recognize expense for the proportionate share of the total fair value of the grant related to the vesting period that has already lapsed. The remaining cost of the grant is expensed on a straight-line basis over the balance of the vesting period.

For time-based and performance-based restricted stock awards, participants are entitled to vote and receive dividends on the restricted shares. The Company also awards time-based and performance-based restricted stock units for which participants receive payments of dividend equivalents but are not entitled to vote. As of December 31, 2010, the Company had outstanding nonvested time-based and performance-based restricted stock awards, including restricted stock units, of 390,000 and 273,000, respectively. Time-based and performance-based restricted awards are not significant to our consolidated financial statements.

In 2010, the Company issued time-based restricted stock unit replacement awards in connection with our acquisition of CCE's North American business. Refer to Note 2. These awards were converted into equivalent shares of the Company's common stock. These restricted share awards entitle the participant to dividend equivalents (which vest, in some cases, only if the restricted share unit vests), but not the right to vote. As of December 31, 2010, the Company had outstanding nonvested shares of time-based restricted stock unit replacement awards of approximately 829,000. These time-based restricted stock unit awards are not significant to our consolidated financial statements.

**NOTE 13: PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS**

Our Company sponsors and/or contributes to pension and postretirement health care and life insurance benefit plans covering substantially all U.S. employees. We also sponsor nonqualified, unfunded defined benefit pension plans for certain associates. In addition, our Company and its subsidiaries have various pension plans and other forms of postretirement arrangements outside the United States.

As part of the Company's acquisition of CCE's North American business, we assumed certain liabilities related to pension and other postretirement benefit plans. Refer to Note 2 for additional information related to this acquisition. These liabilities relate to various pension, retiree medical and defined contribution plans (referred to herein as the "assumed plans"). The assumed plans include participation in multi-employer pension plans in the U.S. See discussion of multi-employer plans below.

We refer to the funded defined benefit pension plans in the U.S. that are not associated with collective bargaining organizations as the "primary U.S. plans." The primary U.S. plans include both the Company's existing pension plan as well as one of the pension plans assumed in connection with our acquisition of CCE's North American business. As of December 31, 2010, the primary U.S. plans represented 58 percent and 65 percent of the Company's consolidated projected pension benefit obligation and pension assets, respectively.