

COCA COLA CO
Form 424B5
October 29, 2013

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The information in this preliminary prospectus supplement is not complete and may be changed without notice. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities nor a solicitation to buy these securities in any jurisdiction where the offering is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 29, 2013

**PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus Dated October 28, 2013)**

\$

| | |
|----|-------------------------------------|
| \$ | Floating Rate Notes due 2016 |
| \$ | % Notes due 2016 |
| \$ | % Notes due 2018 |
| \$ | % Notes due 2020 |
| \$ | % Notes due 2023 |

We are offering \$ principal amount of Floating Rate Notes due 2016, which we refer to in this prospectus supplement as our "floating rate notes," \$ principal amount of % Notes due 2016, which we refer to in this prospectus supplement as our "2016 notes," \$ principal amount of % Notes due 2018, which we refer to in this prospectus supplement as our "2018 notes," \$ principal amount of % Notes due 2020, which we refer to in this prospectus supplement as our "2020 notes," and \$ principal amount of % Notes due 2023, which we refer to in this prospectus supplement as our "2023 notes." We collectively refer to our 2016 notes, our 2018 notes, our 2020 notes and our 2023 notes as the "fixed rate notes" and all of the series of notes offered hereby as our "notes."

The floating rate notes will bear interest at a rate per annum, reset quarterly, equal to three-month LIBOR (as defined) plus %. The 2016 notes will bear interest at a rate per annum of %, the 2018 notes will bear interest at a rate per annum of %, the 2020 notes will bear interest at a rate per annum of % and the 2023 notes will bear interest at a rate per annum of %. We will pay interest on the floating rate notes on , , and of each year, beginning , 2014. We will pay interest on the fixed rate notes on and of each year, beginning on , 2014. The floating rate notes will mature on , 2016, the 2016 notes will mature on , 2016, the 2018 notes will mature on , 2018, the 2020 notes will mature on , 2020 and the 2023 notes will mature on , 2023. The floating rate notes may not be redeemed prior to maturity. We may redeem the fixed rate notes at our option and at any time, either in whole or in part, at the applicable redemption prices described in this prospectus supplement. The notes will be our unsecured obligations and will rank equally with our unsecured senior indebtedness from time to time outstanding. The notes will be issued in U.S. dollars only in denominations of \$2,000 and in integral multiples of \$1,000.

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The notes will not be listed on any securities exchange or quoted on any automated quotation system. There are currently no public markets for the notes.

Investing in the notes involves risks. Please see "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

| | Per Floating Rate Note | Total | Per 2016 Note | Total | Per 2018 Note | Total | Per 2020 Note | Total | Per 2023 Note | Total |
|--|---------------------------------------|--------------|--------------------------|--------------|--------------------------|--------------|--------------------------|--------------|--------------------------|--------------|
| Public offering price | % | \$ | % | \$ | % | \$ | % | \$ | % | \$ |
| Underwriting discounts | % | \$ | % | \$ | % | \$ | % | \$ | % | \$ |
| Proceeds, before expenses, to The Coca-Cola Company | % | \$ | % | \$ | % | \$ | % | \$ | % | \$ |

The public offering prices set forth above do not include accrued interest, if any. Interest on the notes will accrue from _____, 2013.

Joint Book-Running Managers

BofA Merrill Lynch Deutsche Bank Securities HSBC Morgan Stanley

The date of this prospectus supplement is _____, 2013.

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In this prospectus supplement, except as otherwise indicated, the terms "Company," "we," "us" or "our" mean The Coca-Cola Company and all entities included in its consolidated financial statements.

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ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about this offering in two separate documents. The accompanying prospectus provides general information about us and securities we may offer from time to time, some of which may not apply to this offering. This prospectus supplement describes the specific details regarding this offering. Generally, when we refer to the "prospectus," we are referring to both documents combined. Additional information is incorporated by reference in this prospectus supplement. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus filed by us with the Securities and Exchange Commission (the "SEC"). We have not, and the underwriters have not, authorized anyone else to provide you with different or additional information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer and sale is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus, any free writing prospectus or any document incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the documents incorporated by reference herein may contain statements, estimates or projections that constitute "forward-looking statements" as defined under U.S. federal securities laws. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from The Coca-Cola Company's historical experience and our present expectations or projections. These risks include, but are not limited to, obesity and other health concerns; water scarcity and poor quality; changes in the nonalcoholic beverage business environment and retail landscape; increased competition; increased demand for food products and decreased agricultural productivity as a result of changing weather patterns; consolidation in the retail channel or the loss of key retail or foodservice customers; an inability to expand operations in developing and emerging markets; fluctuations in foreign currency exchange rates; interest rate increases; an inability to maintain good relationships with our bottling partners; a deterioration in our bottling partners' financial condition; increases in income tax rates, changes in income tax laws or unfavorable resolution of tax matters; increased or new indirect taxes in the United States or in other major markets; increased cost, disruption of supply or shortage of energy or fuels; increased cost, disruption of supply or shortage of ingredients, other raw materials or packaging materials; changes in laws and regulations relating to beverage containers and packaging; significant additional labeling or warning requirements or limitations on the availability of our products; an inability to protect our information systems against service interruption, misappropriation of data or breaches of security; unfavorable general economic conditions in the United States; unfavorable economic and political conditions in international markets; litigation or legal proceedings; adverse weather conditions; climate change; damage to our brand image and corporate reputation from product safety or quality, human and workplace rights, obesity or other issues, even if unwarranted; changes in, or failure to comply with, the laws and regulations applicable to our products or our business operations; changes in accounting standards; an inability to achieve our overall long-term goals; continuing uncertainty in the global credit markets; one or more of our counterparty financial institutions default on their obligations to us or fail; an inability to realize additional benefits targeted by our productivity and reinvestment program; an inability to renew collective bargaining agreements on satisfactory terms, or we or our bottling partners experience strikes,

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work stoppages or labor unrest; future impairment charges, including charges by equity method investees; multi-employer plan withdrawal liabilities in the future; an inability to successfully integrate and manage our Company-owned or -controlled bottling operations; global or regional catastrophic events; and other risks discussed in our Company's filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ended December 31, 2012, which filings are available from the SEC. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. We undertake no obligation to publicly update or revise any forward-looking statements.

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SUMMARY

This summary highlights selected information contained in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus and does not contain all of the information that you should consider in making your investment decision. You should read this summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as the information in the accompanying prospectus and in the documents incorporated by reference into this prospectus supplement or the accompanying prospectus. You should carefully consider, among other things, the matters discussed in the sections titled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

OUR COMPANY

General

The Coca-Cola Company is the world's largest beverage company. We own or license and market more than 500 nonalcoholic beverage brands, primarily sparkling beverages but also a variety of still beverages such as waters, enhanced waters, juices and juice drinks, ready-to-drink teas and coffees, and energy and sports drinks. We own and market four of the world's top five nonalcoholic sparkling beverage brands: Coca-Cola, Diet Coke, Fanta and Sprite. Finished beverage products bearing our trademarks, sold in the United States since 1886, are now sold in more than 200 countries.

We make our branded beverage products available to consumers throughout the world through our network of Company-owned or -controlled bottling and distribution operations as well as independently owned bottling partners, distributors, wholesalers and retailers the world's largest beverage distribution system. Of the approximately 57 billion beverage servings of all types consumed worldwide every day, beverages bearing trademarks owned by or licensed to us account for more than 1.8 billion servings.

We believe that our success depends on our ability to connect with consumers by providing them with a wide variety of options to meet their desires, needs and lifestyle choices. Our success further depends on the ability of our people to execute effectively, every day.

Our goal is to use our Company's assets our brands, financial strength, unrivaled distribution system, global reach, and the talent and strong commitment of our management and associates to become more competitive and to accelerate growth in a manner that creates value for our shareowners.

We were incorporated in September 1919 under the laws of the State of Delaware and succeeded to the business of a Georgia corporation with the same name that had been organized in 1892.

Our principal office is located at One Coca-Cola Plaza, Atlanta, Georgia 30313, and our telephone number at that address is (404) 676-2121. We maintain a website at www.coca-colacompany.com where general information about us is available. We are not incorporating the contents of the website into this prospectus supplement or the accompanying prospectus.

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THE OFFERING

| | |
|------------------------|---|
| Issuer | The Coca-Cola Company. |
| Securities Offered | <p>\$ principal amount of Floating Rate Notes due 2016.</p> <p>\$ principal amount of % Notes due 2016.</p> <p>\$ principal amount of % Notes due 2018.</p> <p>\$ principal amount of % Notes due 2020.</p> <p>\$ principal amount of % Notes due 2023.</p> |
| Maturity Date | <p>The floating rate notes: , 2016.</p> <p>The 2016 notes: , 2016.</p> <p>The 2018 notes: , 2018.</p> <p>The 2020 notes: , 2020.</p> <p>The 2023 notes: , 2023.</p> |
| Interest Rate | <p>The floating rate notes: three-month LIBOR plus %, reset quarterly, payable quarterly in arrears.</p> <p>The 2016 notes: % per annum, payable semi-annually in arrears.</p> <p>The 2018 notes: % per annum, payable semi-annually in arrears.</p> <p>The 2020 notes: % per annum, payable semi-annually in arrears.</p> <p>The 2023 notes: % per annum, payable semi-annually in arrears.</p> |
| Interest Payment Dates | <p>The floating rate notes: , , and of each year, commencing on , 2014.</p> <p>The fixed rate notes: and of each year, commencing on , 2014.</p> |
| Optional Redemption | We may redeem any series of the fixed rate notes at our option and at any time, either as a whole or in part, at the applicable redemption price described under "Description of the Notes Optional Redemption." The floating rate notes may not be redeemed prior to maturity. |
| Ranking | The notes will be our unsecured obligations and will rank equally with our unsecured senior indebtedness from time to time outstanding. |
| Further Issues | We may, at any time, without notice to or the consent of the holders of the notes, create and issue further notes ranking equally with any series of the notes in all respects (or in all respects other than the payment of interest accruing prior to the issue date of such further notes or except for, in some cases, the first payment of interest following the issue date of such further notes). |

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| | |
|------------------------------------|--|
| Book Entry; Form and Denominations | We will issue the notes of each series in the form of one or more global notes in definitive, fully registered, book-entry form. The global notes will be deposited with or on behalf of The Depository Trust Company ("DTC") and registered in the name of Cede & Co., as nominee of DTC. The notes will be issued in U.S. dollars in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. |
| Use of Proceeds | We expect to use the net proceeds from the offering to fund the repayment or redemption of the Company's 0.75% Notes due 2013, Floating Rate Notes due 2014 and 3.625% Notes due 2014, to pay related fees and expenses, including redemption premiums, and for general corporate purposes. See "Use of Proceeds." |
| Tax Considerations | You should consult your tax advisor with respect to the U.S. federal income tax consequences of owning the notes in light of your own particular situation and with respect to any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction. See "Certain U.S. Federal Income Tax Consequences to Non-U.S. Holders." |
| Governing Law | The notes and the indenture will be governed by the laws of the State of New York. |
| Trustee | Deutsche Bank Trust Company Americas. |
| Risk Factors | See "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012 for a discussion of certain relevant factors you should carefully consider before deciding to invest in the notes. |

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| (In millions) | Nine Months Ended, | | | Year Ended December 31, | | | |
|--|-----------------------|-----------------------|-----------|-------------------------|-----------|-----------|-----------|
| | September 27, 2013 | September 28, 2012 | 2012 | 2011 | 2010(1) | 2009 | 2008 |
| As Adjusted(2) | | | | | | | |
| SUMMARY OF OPERATIONS | | | | | | | |
| Net operating revenues | \$ 35,814 | \$ 36,562 | \$ 48,017 | \$ 46,542 | \$ 35,119 | \$ 30,990 | \$ 31,944 |
| Cost of goods sold | 14,106 | 14,425 | 19,053 | 18,215 | 12,693 | 11,088 | 11,374 |
| Gross profit | 21,708 | 22,137 | 28,964 | 28,327 | 22,426 | 19,902 | 20,570 |
| Selling, general and administrative expenses | 12,991 | 13,308 | 17,738 | 17,422 | 13,194 | 11,402 | 11,755 |
| Other operating charges | 594 | 233 | 447 | 732 | 819 | 313 | 350 |
| Operating income | 8,123 | 8,596 | 10,779 | 10,173 | 8,413 | 8,187 | 8,465 |
| Net income attributable to shareowners of The Coca-Cola Company | \$ 6,874 | \$ 7,153 | \$ 9,019 | \$ 8,584 | \$ 11,787 | \$ 6,797 | \$ 5,819 |
| BALANCE SHEET DATA | | | | | | | |
| Cash, cash equivalents and short-term investments | \$ 17,257 | \$ 14,935 | \$ 13,459 | \$ 13,891 | \$ 11,199 | \$ 9,151 | \$ 4,701 |
| Marketable securities | 3,202 | 3,148 | 3,092 | 144 | 138 | 62 | 278 |
| Property, plant and equipment net | 14,548 | 15,388 | 14,476 | 14,939 | 14,727 | 9,561 | 8,326 |
| Capital expenditures | 1,625 | 1,971 | 2,780 | 2,920 | 2,215 | 1,993 | 1,968 |
| Total assets | 89,432 | 86,654 | 86,174 | 79,974 | 72,921 | 48,671 | 40,519 |
| Loans and notes payable | 18,840 | 16,208 | 16,297 | 12,871 | 8,100 | 6,749 | 6,066 |
| Current maturities of long-term debt | 3,194 | 341 | 1,577 | 2,041 | 1,276 | 51 | 465 |
| Long-term debt | 14,173 | 16,181 | 14,736 | 13,656 | 14,041 | 5,059 | 2,781 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | \$ 7,712 | \$ 7,840 | \$ 10,645 | \$ 9,474 | \$ 9,532 | \$ 8,186 | \$ 7,571 |

Certain prior year amounts have been reclassified to conform to the current year presentation.

- (1) On October 2, 2010, we acquired the North American business of Coca-Cola Enterprises Inc. ("CCE"), one of our major bottlers, consisting of CCE's production, sales and distribution operations in the United States, Canada, the British Virgin Islands, the United States Virgin Islands and the Cayman Islands, and a substantial majority of CCE's corporate segment. CCE shareowners other than the Company exchanged their CCE common stock for common stock in a new entity named Coca-Cola Enterprises, Inc. ("New CCE"), which after the closing of the transaction continued to hold the European operations that had been held by CCE prior to the acquisition. The financial data presented for the year ended, and as of, December 31, 2010 includes the impact of the Company's acquisition of CCE's North American business (which is now held by our CCR subsidiary), the simultaneous sale of our Norwegian and Swedish bottling operations to New CCE and the deconsolidation of certain entities, primarily bottling operations, as a result of the Company's adoption of new accounting guidance issued by the Financial Accounting Standards Board. Refer to Note 1 and Note 2 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2012.
- (2) Effective January 1, 2012, we elected to change our accounting methodology for determining the market-related value of assets for our U.S. qualified defined benefit pension plans. This change in accounting methodology has been applied retrospectively, and we have adjusted all prior period financial information presented herein as required.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from the offering of approximately \$ _____ after deducting underwriting discounts and estimated expenses of the offering payable by us.

We expect to use the net proceeds from the offering to fund the repayment or redemption of the Company's 0.75% Notes due 2013, Floating Rate Notes due 2014 and 3.625% Notes due 2014, to pay related fees and expenses, including redemption premiums, and for general corporate purposes.

Certain of the underwriters or their affiliates may hold our 0.75% Notes due 2013, Floating Rate Notes due 2014 and 3.625% Notes due 2014 and, as a result, may receive a portion of the net proceeds from the offering.

While we currently anticipate that we will use the net proceeds of the offering as described above, we may reallocate the net proceeds depending upon market and other conditions in effect at the time to repay other outstanding indebtedness and for general corporate purposes.

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The following table presents the capitalization of the Company and its consolidated subsidiaries at September 27, 2013 and as adjusted to give effect to this offering and the intended application of the estimated net proceeds as set forth in "Use of Proceeds," including to fund the repayment or redemption of the Company's 0.75% Notes due 2013, Floating Rate Notes due 2014 and 3.625% Notes due 2014. You should read the following information in conjunction with our consolidated financial statements and the notes to those financial statements and the information under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Quarterly Report on Form 10-Q for the quarter ended September 27, 2013, which is incorporated by reference in this prospectus supplement.

| (In millions) | As of September 27, 2013 | |
|--|-----------------------------|-------------|
| | Actual | As Adjusted |
| Cash, cash equivalents and short-term investments | | |
| Cash and cash equivalents | \$ 11,118 | \$ |
| Short-term investments | 6,139 | 6,139 |
| <i>Cash, cash equivalents and short-term investments</i> | \$ 17,257 | \$ |
| Debt, including current portion: | | |
| Loans and notes payable | \$ 18,840 | \$ 18,840 |
| 0.750% Notes due 2013 | 1,250 | |
| Floating Rate Notes due 2014 | 1,000 | |
| 3.625% Notes due 2014 | 900 | |
| Other notes outstanding | 14,217 | |
| Notes offered hereby | | |
| <i>Total debt</i> | \$ 36,207 | \$ |
| <i>Total debt less cash, cash equivalents and short-term investments</i> | \$ 18,950 | \$ |
| Total shareholders' equity | \$ 32,465 | \$ 32,465 |
| Total capitalization | \$ 68,672 | \$ |

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DESCRIPTION OF NOTES

The following summary of the terms of the notes supplements the general description of debt securities contained in the accompanying prospectus. To the extent the following terms are inconsistent with the general description contained in the accompanying prospectus, the following terms replace such inconsistent terms. You should read both the accompanying prospectus and this prospectus supplement in their entirety.

General

The floating rate notes:

will be in an aggregate initial principal amount of \$, subject to our ability to issue additional notes which may be of the same series as the floating rate notes as described under " Further Issues";

will mature on , 2016;

will bear interest at a floating rate per annum equal to three-month LIBOR plus %;

will be our senior debt, ranking equally with all our other present and future unsecured and unsubordinated indebtedness;

will be issued in U.S. dollars in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof;

will be repaid at par at maturity;

will not be redeemable by us prior to maturity; and

will not be subject to any sinking fund.

The 2016 notes:

will be in an aggregate initial principal amount of \$, subject to our ability to issue additional notes which may be of the same series as the 2016 notes as described under " Further Issues";

will mature on , 2016;

will bear interest at a rate of % per annum;

will be our senior debt, ranking equally with all our other present and future unsecured and unsubordinated indebtedness;

will be issued in U.S. dollars in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof;

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will be repaid at par at maturity;

will be redeemable by us at any time prior to maturity as described below under " Optional Redemption"; and

will not be subject to any sinking fund.

The 2018 notes:

will be in an aggregate initial principal amount of \$, subject to our ability to issue additional notes which may be of the same series as the 2018 notes as described under " Further Issues";

will mature on , 2018;

will bear interest at a rate of % per annum;

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will be our senior debt, ranking equally with all our other present and future unsecured and unsubordinated indebtedness;

will be issued in U.S. dollars in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof;

will be repaid at par at maturity;

will be redeemable by us at any time prior to maturity as described below under " Optional Redemption"; and

will not be subject to any sinking fund.

The 2020 notes:

will be in an aggregate initial principal amount of \$, subject to our ability to issue additional notes which may be of the same series as the 2020 notes as described under " Further Issues";

will mature on , 2020;

will bear interest at a rate of % per annum;

will be our senior debt, ranking equally with all our other present and future unsecured and unsubordinated indebtedness;

will be issued in U.S. dollars in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof;

will be repaid at par at maturity;

will be redeemable by us at any time prior to maturity as described below under " Optional Redemption"; and

will not be subject to any sinking fund.

The 2023 notes:

will be in an aggregate initial principal amount of \$, subject to our ability to issue additional notes which may be of the same series as the 2023 notes as described under " Further Issues";

will mature on , 2023;

will bear interest at a rate of % per annum;

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will be our senior debt, ranking equally with all our other present and future unsecured and unsubordinated indebtedness;

will be issued in U.S. dollars in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof;

will be repaid at par at maturity;

will be redeemable by us at any time prior to maturity as described below under " Optional Redemption"; and

will not be subject to any sinking fund.

The notes offered by this prospectus supplement are senior debt securities issued under our senior indenture, dated April 26, 1988, as amended (the "senior indenture"), with Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee. The indenture is subject to the provisions of the Trust Indenture Act of 1939, as amended.

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The senior indenture and the notes do not limit the amount of unsecured indebtedness that may be incurred or the amount of securities that may be issued by us. We may issue debt securities under the indenture in one or more series, each with different terms, up to the aggregate principal amount which we may authorize from time to time. We also have the right to "re-open" a previous issue of a series of debt securities by issuing additional debt securities of such series.

The defeasance provisions described in the accompanying prospectus under "Description of Debt Securities Defeasance of the Indentures and Securities" and in Section 12.01(b) of the senior indenture will not be applicable to the notes. The lien and sale and leaseback provisions described in the accompanying prospectus under "Description of Debt Securities Restrictive Covenants" and in Sections 5.03 and 5.04 of the senior indenture will not be applicable to the notes.

Interest on the Floating Rate Notes

Interest on the floating rate notes will accrue from and including , 2013 or from and including the most recent interest payment date to which interest has been paid or provided for. We will make interest payments on the floating rate notes on each , , and of each year, with the first interest payment being made on , 2014. We will make interest payments to the person in whose name the notes are registered at the close of business on the 15th calendar day (whether or not a business day) preceding the respective interest payment date.

The floating rate notes will bear interest for each interest period at a rate per annum calculated by the calculation agent, subject to the maximum interest rate permitted by New York law or other applicable state law, as such law may be modified by United States law of general application. The per annum rate at which interest on the floating rate notes will be payable during each interest period will be equal to three-month LIBOR, determined on the interest determination date for that interest period, plus %. The rate of interest on each floating rate note will be reset on the interest reset date for each relevant interest period.

If any interest payment date or interest reset date for the floating rate notes would otherwise be a day that is not a LIBOR business day, such interest payment date or interest reset date shall be the next succeeding LIBOR business day, unless the next succeeding LIBOR business day is in the next succeeding calendar month, in which case such interest payment date or interest reset date shall be the immediately preceding LIBOR business day.

"designated LIBOR page" means the display on Page LIBOR01 of Reuters (or any successor service) for the purpose of displaying the London interbank offered rates of major banks for U.S. dollars (or such other page as may replace that page on that service (or any successor service) for the purpose of displaying such rates).

"interest determination date" means the second London business day immediately preceding the first day of the relevant interest period.

"interest period" means the period commencing on any interest payment date for the floating rate notes (or, with respect to the initial interest period only, commencing on , 2013) to, but excluding, the next succeeding interest payment date for the floating rate notes, and in the case of the last such period, from and including the interest payment date immediately preceding the maturity date to but not including such maturity date. If the maturity date is not a LIBOR business day, then the principal amount of the floating rate notes plus accrued and unpaid interest thereon shall be paid on the next succeeding LIBOR business day and no interest shall accrue for the maturity date, or any day thereafter.

"interest reset date" means the first day of the relevant interest period.

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"LIBOR business day" means any business day that is also a day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

"London business day" means any day on which dealings in U.S. dollars are transacted in the London interbank market.

"three-month LIBOR," for any interest determination date, will be the offered rate for deposits in the London interbank market in U.S. dollars having an index maturity of three months for a period commencing on the second London business day immediately following such interest determination date in amounts of not less than \$1,000,000, as such rate appears on the designated LIBOR page at approximately 11:00 a.m., London time, on such interest determination date.

The amount of interest for each day that the floating rate notes are outstanding (the "daily interest amount") will be calculated by dividing the interest rate in effect for such day by 360 and multiplying the result by the principal amount of the floating rate notes. The amount of interest to be paid on the floating rate notes for any interest period will be calculated by adding the daily interest amounts for each day in such interest period.

The interest rate and amount of interest to be paid on the floating rate notes for each interest period will be calculated by the calculation agent. All calculations made by the calculation agent shall, in the absence of manifest error, be conclusive for all purposes and binding on us and the holders of the floating rate notes. So long as three-month LIBOR is required to be determined with respect to the floating rate notes, there will at all times be a calculation agent. In the event that any then acting calculation agent shall be unable or unwilling to act, or that such calculation agent shall fail duly to establish LIBOR for any interest period, or that we propose to remove such calculation agent, we shall appoint the Company or another person which is a bank, trust company, investment banking firm or other financial institution to act as the calculation agent.

Interest on the Fixed Rate Notes

Interest on the fixed rate notes will accrue from and including , 2013 or from and including the most recent interest payment date to which interest has been paid or provided for. We will make interest payments on the fixed rate notes semi-annually on and of each year, with the first interest payment being made on , 2014. We will make interest payments to the person in whose name the notes are registered at the close of business on or , as applicable (in each case, whether or not a business day), before the next interest payment date.

If the interest payment date is not a business day at the relevant place of payment, payment of interest will be made on the next day that is a business day at such place of payment. For the purposes of the notes, "business day" means any day that is not a Saturday or Sunday and that is not a day on which banking institutions are generally authorized or obligated by law to close in The City of New York and, for any place of payment outside of The City of New York, in such place of payment. Interest on the notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Optional Redemption

Meaning of terms

We may redeem the fixed rate notes at our option as described below. See "Our redemption rights." The floating rate notes may not be redeemed by us prior to maturity. The following terms are relevant to the determination of the redemption prices of the fixed rate notes:

When we use the term "Treasury rate," we mean with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity of the comparable Treasury issue (as

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defined below). In determining this rate, we assume a price for the comparable Treasury issue (expressed as a percentage of its principal amount) equal to the comparable Treasury price (as defined below) for such redemption date.

When we use the term "comparable Treasury issue," we mean the United States Treasury security selected by an independent investment banker (as defined below) as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing a new issue of corporate debt securities of comparable maturity to the remaining term of such notes.

"independent investment banker" means each of Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC and their respective successors as may be appointed from time to time by the trustee after consultation with us; *provided, however*, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in the United States, or a "primary Treasury dealer," we shall substitute therefor another primary Treasury dealer.

When we use the term "comparable Treasury price," we mean, with respect to any redemption date (1), the arithmetic average of the reference Treasury dealer quotations (as defined below) for such redemption date, after excluding the highest and lowest of such reference Treasury dealer quotations, or (2) if we obtain fewer than four such reference Treasury dealer quotations, the arithmetic average of all reference Treasury dealer quotations obtained, or (3) if only one reference Treasury dealer quotation is obtained, such reference Treasury dealer quotation.

"reference Treasury dealer quotations" means, with respect to each reference Treasury dealer and any redemption date, the arithmetic average, as determined by the trustee, of the bid and asked prices for the comparable Treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to us by such reference Treasury dealer by 5:00 p.m. on the third business day preceding such redemption date.

"reference Treasury dealer" means each of Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC and their respective successors; *provided, however*, that if any of the foregoing shall cease to be a primary Treasury dealer, the Company shall substitute therefor another primary Treasury dealer.

When we use the term "remaining scheduled payments," we mean, with respect to any note, the remaining scheduled payments of the principal thereof to be redeemed and interest thereon that would be due after the related redemption date but for such redemption; *provided, however*, that, if such redemption date is not an interest payment date with respect to such note, the amount of the next scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to such redemption date.

Our redemption rights

We may redeem any series of fixed rate notes at our option and at any time, either as a whole or in part. If we elect to redeem a series of fixed rate notes, we will pay a redemption price equal to the greater of:

100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest; and

the sum of the present values of the remaining scheduled payments, plus accrued and unpaid interest.

In determining the present value of the remaining scheduled payments, we will discount such payments to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve

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30-day months) using a discount rate equal to the Treasury rate plus basis points for the 2016 notes, a discount rate equal to the Treasury rate plus basis points for the 2018 notes, a discount rate equal to the Treasury rate plus basis points for the 2020 notes and a discount rate equal to the Treasury rate plus basis points for the 2023 notes. A partial redemption of notes may be effected by such method as the trustee shall deem fair and appropriate in accordance with DTC procedures and may provide for the selection for redemption of portions (equal to the minimum authorized denomination for such notes or any integral multiple of \$1,000 in excess thereof) of the principal amount of such notes of a denomination larger than the minimum authorized denomination for such notes.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of notes to be redeemed.

Unless we default in payment of the redemption price, on and after the redemption date interest will cease to accrue on the notes or portions thereof called for redemption.

Further Issues

We may from time to time, without notice to or the consent of the holders of the notes, create and issue further notes ranking equally with any series of the notes in all respects (or in all respects other than the payment of interest accruing prior to the issue date of such further notes or except for, in some cases, the first payment of interest following the issue date of such further notes). Such further notes may be consolidated and form a single series with the previously issued notes of that series and have the same terms as to status, redemption or otherwise as the notes of that series.

Any further notes that are not fungible for U.S. federal income tax purposes with the originally issued notes will be issued under a separate CUSIP number.

Governing Law

New York law will govern the indenture and the notes, without regard to its conflicts of law principles.

Table of Contents**CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS**

The following is a discussion of certain U.S. federal income tax consequences of the purchase, ownership and disposition of the notes by an initial holder of the notes that is a non-U.S. holder (as defined below) that acquires the notes pursuant to this offering at the initial sale price and holds the notes as capital assets for U.S. federal income tax purposes. This discussion is based upon the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury regulations promulgated thereunder (the "Treasury Regulations"), judicial decisions and current administrative rulings and practice, all as in effect and available as of the date hereof and all of which are subject to change, possibly with retroactive effect. This discussion does not address all aspects of U.S. federal income taxation that may be applicable to holders in light of their particular circumstances, or to holders subject to special treatment under U.S. federal income tax law, such as brokers, financial institutions, insurance companies, tax-exempt entities or qualified retirement plans, entities that are treated as partnerships for U.S. federal income tax purposes, dealers in securities or currencies, certain U.S. expatriates, persons deemed to sell the notes under the constructive sale provisions of the Code and persons that hold the notes as part of a straddle, hedge, conversion transaction or other integrated transaction. Furthermore, this discussion does not address any other U.S. federal tax consequences (e.g., estate or gift tax) or any state, local or foreign tax laws. This discussion is not intended to constitute a complete analysis of all tax consequences of the purchase, ownership and disposition of the notes. Holders are urged to consult their tax advisors regarding the U.S. federal, state, local and foreign income and other tax consequences to them in their particular circumstances.

For purposes of this discussion, the term "non-U.S. holder" means a beneficial owner of a note that, for U.S. federal income tax purposes, is not (i) a citizen or individual resident of the United States; (ii) a corporation or other entity treated as a corporation for U.S. federal income tax purposes that is created or organized under the laws of the United States, any state or the District of Columbia; (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source; (iv) a trust if (A) a court within the United States is able to exercise primary control over its administration and one or more U.S. persons, within the meaning of Section 7701(a)(30) of the Code, have the authority to control all substantial decisions of such trust; or (B) the trust has made an election under the applicable Treasury Regulations to be treated as a U.S. person; or (v) a partnership or other entity treated as a partnership for U.S. federal income tax purposes.

If a partnership (including any entity or arrangement treated as a partnership for U.S. federal income tax purposes) beneficially owns the notes, the tax treatment of a partner in the partnership will depend upon the status of the partner and the activities of the partnership. Partners in a partnership that beneficially owns the notes should consult their tax advisors as to the particular U.S. federal income tax consequences applicable to them.

Interest

A non-U.S. holder generally will not be subject to U.S. federal income or withholding tax on payments of interest on the notes *provided* that (i) such interest is not effectively connected with the conduct of a trade or business within the United States by the non-U.S. holder (or, if certain tax treaties apply, if such interest is not attributable to a permanent establishment within the United States by the non-U.S. holder) and (ii) the non-U.S. holder (A) does not actually or constructively own 10% or more of the total combined voting power of all classes of our voting stock, (B) is not a controlled foreign corporation related to us directly, indirectly or constructively through stock ownership, (C) is not a bank receiving certain types of interest and (D) satisfies certain certification requirements. Such certification requirements will be met if (x) the non-U.S. holder provides its name and address, and certifies on an Internal Revenue Service ("IRS") Form W-8BEN (or appropriate substitute form), under penalties of perjury, that it is not a U.S. person or (y) a securities clearing organization or certain other financial institutions holding the note on behalf of the non-U.S. holder certifies on IRS

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Form W-8IMY, under penalties of perjury, that the certification referred to in clause (x) has been received by it and furnishes us or our paying agent with a copy thereof. In addition, we or our paying agent must not have actual knowledge or reason to know that the beneficial owner of the notes is a U.S. person.

If interest on the notes is not effectively connected with the conduct of a trade or business in the United States by a non-U.S. holder but such non-U.S. holder cannot satisfy the other requirements outlined in the preceding paragraph, interest on the notes generally will be subject to U.S. federal withholding tax (currently imposed at a 30% rate or a lower applicable treaty rate).

If interest on the notes is effectively connected with the conduct of a trade or business within the United States by a non-U.S. holder and, if certain tax treaties apply, is attributable to a permanent establishment within the United States, then the non-U.S. holder generally will be subject to U.S. federal income tax on such interest in the same manner as if such holder were a U.S. person and, in the case of a non-U.S. holder that is a foreign corporation, may also be subject to the branch profits tax (currently imposed at a rate of 30%, or a lower applicable treaty rate). Any such interest will not also be subject to U.S. federal withholding tax, however, if the non-U.S. holder delivers to us a properly executed IRS Form W-8ECI in order to claim an exemption from U.S. federal withholding tax.

Disposition of the Notes

A non-U.S. holder generally will not be subject to U.S. federal income tax (or any withholding thereof) with respect to gain, if any, recognized on the disposition of the notes unless (i) the gain is effectively connected with the conduct of a trade or business within the United States by the non-U.S. holder and, if certain tax treaties apply, is attributable to a permanent establishment within the United States, or (ii) in the case of a non-U.S. holder that is a nonresident alien individual, such holder is present in the United States for 183 or more days in the taxable year and certain other conditions are satisfied.

Information Reporting and Backup Withholding

A non-U.S. holder generally will be required to comply with certain certification procedures (generally similar to those discussed above) to establish that such holder is not a U.S. person in order to avoid backup withholding with respect to payments on, or the proceeds of a disposition of, the notes. In addition, we must report annually to the IRS and to each non-U.S. holder the amount of any interest paid to such non-U.S. holder regardless of whether any tax was actually withheld. Backup withholding is not an additional tax. Copies of the information returns reporting the amount of interest paid to you and the amount of any withholding may also be made available to the tax authorities in the country in which you reside under the provisions of an applicable treaty. Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against a non-U.S. holder's U.S. federal income tax liability, *provided* the required information is correctly and timely provided to the IRS.

Table of Contents**UNDERWRITING**

Subject to the terms and conditions of the underwriting agreement, the underwriters named below, through their representatives, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, have severally agreed to purchase from us the following respective principal amounts of notes listed opposite their name below at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement:

| Underwriters | Principal Amount of Floating Rate Notes | Principal Amount of 2016 Notes | Principal Amount of 2018 Notes | Principal Amount of 2020 Notes | Principal Amount of 2023 Notes |
|---|--|---|---|---|---|
| Deutsche Bank Securities Inc. | \$ | \$ | \$ | \$ | \$ |
| HSBC Securities (USA) Inc. | | | | | |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | | | | | |
| Morgan Stanley & Co. LLC | | | | | |
| Total | \$ | \$ | \$ | \$ | \$ |

The underwriting agreement provides that the obligations of the several underwriters to purchase the notes offered hereby are subject to certain conditions precedent and that the underwriters will purchase all of the notes offered by this prospectus supplement if any of these notes are purchased. The offering of notes by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

We have been advised by the representatives of the underwriters that the underwriters propose to offer the notes to the public at the public offering prices set forth on the cover of this prospectus and to dealers at a price that represents a concession not in excess of % of the principal amount of the floating rate notes, % of the principal amount of the 2016 notes, % of the principal amount of the 2018 notes, % of the principal amount of the 2020 notes and % of the principal amount of the 2023 notes. The underwriters may allow, and these dealers may re-allow, a concession of not more than % of the principal amount of the floating rate notes, % of the principal amount of the 2016 notes, % of the principal amount of the 2018 notes, % of the principal amount of the 2020 notes and % of the principal amount of the 2023 notes to other dealers. After the initial public offering, representatives of the underwriters may change the offering prices and other selling terms.

We estimate that the total expenses of this offering to us, excluding underwriting discounts and commissions, will be approximately \$.

We have agreed to indemnify the several underwriters against some specified types of liabilities, including liabilities under the Securities Act, and to contribute to payments the underwriters may be required to make in respect of any of these liabilities.

Each of the floating rate notes, the 2016 notes, the 2018 notes, the 2020 notes and the 2023 notes are a new issue of securities with no established trading market. We do not intend to apply for listing of any series of notes on any national securities exchange or for inclusion of any series of notes on any automated dealer quotation system. The underwriters are under no obligation to make a market in any series of notes and may discontinue any market-making activities at any time without any notice. We cannot assure the liquidity of the trading market for any series of notes or that an active public market for any series of notes will develop. If an active public trading market for a series of notes does not develop, the market price and liquidity of that series of notes may be adversely affected. If the notes of any series are traded, they may trade at a discount from their initial offering price, depending on

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prevailing interest rates, the market for similar securities, our operating performance and financial condition, general economic conditions and other factors.

In connection with the offering, the underwriters may purchase and sell the notes in the open market. These transactions may include short sales, purchases to cover positions created by short sales and stabilizing transactions.

Short sales involve the sale by the underwriters of a greater principal amount of notes than they are required to purchase in the offering. The underwriters may close out any short position by purchasing notes in the open market. A short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the notes in the open market prior to the completion of the offering.

Stabilizing transactions consist of various bids for or purchases of the notes made by the underwriters in the open market prior to the completion of the offering.

The underwriters may impose a penalty bid. This occurs when a particular underwriter repays to the other underwriters a portion of the underwriting discount received by it because the representatives of the underwriters have repurchased notes sold by or for the account of that underwriter in stabilizing or short covering transactions.

Purchases to cover a short position and stabilizing transactions may have the effect of preventing or slowing a decline in the market prices of the notes. Additionally, these purchases, along with the imposition of the penalty bid, may stabilize, maintain or otherwise affect the market prices of the notes. As a result, the prices of the notes may be higher than the prices that might otherwise exist in the open market. These transactions may be effected in the over-the-counter market or otherwise.

Each underwriter has represented, warranted and agreed that:

it has only communicated and caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000, or the "FSMA") received by it in connection with the issue or sale of any notes included in this offering in circumstances in which Section 21(1) of the FSMA does not apply to us; and

it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes included in this offering in, from or otherwise involving the United Kingdom.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive, each of which we refer to as a "Relevant Member State," each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, which we refer to as the "Relevant Implementation Date," it has not made and will not make an offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

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- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year, (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;
- (c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives of the underwriters for any such offer; or
- (d) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression "offer of notes to the public" in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, and the expression "Prospectus Directive" means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

The notes may not be offered or sold by means of any document other than (i) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (ii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong) or which do not constitute an offer to the public within the meaning of that Ordinance, and no advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder.

The securities have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the "Financial Instruments and Exchange Law") and each underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole

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business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes pursuant to an offer made under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA; (2) where no consideration is given for the transfer; (3) where the transfer is by operation of law; or (4) as specified in Section 276(7) of the SFA.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriters and their respective affiliates have performed commercial banking, investment banking and advisory services for us from time to time for which they have received customary fees and expenses. The underwriters and their respective affiliates may from time to time engage in transactions with and perform services for us in the ordinary course of their business. In addition, in the ordinary course of their business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the underwriters or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

LEGAL OPINIONS

The validity of the notes offered hereby will be passed upon for us by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York, and for the underwriters by Alston & Bird LLP, Atlanta, Georgia. Alston & Bird LLP from time to time serves as our counsel.

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PROSPECTUS

**DEBT SECURITIES
COMMON STOCK
PREFERRED STOCK
WARRANTS
DEPOSITARY SHARES
PURCHASE CONTRACTS**

The following are types of securities that we may offer, issue and sell from time to time, together or separately:

debt securities;

shares of our common stock;

shares of our preferred stock;

warrants to purchase debt or equity securities;

depository shares; and

purchase contracts.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis.

This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered will be described in a supplement to this prospectus. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you make your investment decision. Our common stock is listed on the New York Stock Exchange under the trading symbol "KO." Each prospectus supplement will indicate if the securities offered thereby will be listed on any securities exchange.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement.

You should carefully read and consider the risk factors included in our periodic reports and other information that we file with the Securities and Exchange Commission before you invest in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is October 28, 2013.

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In this prospectus, except as otherwise indicated, the terms "Company," "we," "us" or "our" mean The Coca-Cola Company and all entities included in our consolidated financial statements.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the "SEC," using a "shelf" registration process. Under this shelf process, we may, from time to time, sell:

debt securities, which may be senior or subordinated and may be convertible;

shares of our common stock;

shares of our preferred stock;

warrants to purchase debt or equity securities;

depository shares; and

purchase contracts,

either separately or in units, in one or more offerings. This prospectus provides you with a general description of those securities. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering, including the specific amounts, prices and terms of the securities offered. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the prospectus supplement. You should read this prospectus and the applicable prospectus supplement together with the additional information described herein under the heading "Where You Can Find More Information."

WHERE YOU CAN FIND MORE INFORMATION

You may obtain from the SEC, through the SEC's website or at the SEC offices mentioned in the following paragraph, a copy of the registration statement on Form S-3, including exhibits, that we have filed with the SEC to register the securities offered under this prospectus. This prospectus is part of the registration statement and does not contain all the information in the registration statement. You will find additional information about us in the registration statement. Any statement made in this prospectus concerning a contract or other document of ours is not necessarily complete, and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter. Each such statement is qualified in all respects by reference to the document to which it refers.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov> and on our corporate website at <http://www.coca-colacompany.com>. Information on our website does not constitute part of this prospectus. You may inspect without charge any documents filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain copies of all or any part of these materials from the SEC upon the payment of certain fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available at the office of the New York Stock Exchange located at 20 Broad Street, New York, New York 10005.

We "incorporate by reference" into this prospectus documents we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. Some information contained in this prospectus updates the information incorporated by reference, and information that we file subsequently with the SEC will automatically update this prospectus. In other words, in the case of a conflict or inconsistency between information set forth in this prospectus and information that we file later and incorporate by reference into this prospectus, you should rely on the information contained in the document that was filed later.

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We incorporate by reference into this prospectus the documents listed below and any filings we make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, or the "Exchange Act," after the initial filing of the registration statement that contains this prospectus and prior to the time that all the securities offered by this prospectus have been issued as described in this prospectus (other than, in each case, documents or information deemed to have been furnished and not "filed" in accordance with SEC rules):

our Annual Report on Form 10-K for the year ended December 31, 2012 (filed on February 27, 2013);

our Quarterly Reports on Form 10-Q for the quarter ended March 29, 2013 (filed on April 25, 2013), the quarter ended June 28, 2013 (filed on July 25, 2013) and the quarter ended September 27, 2013 (filed on October 24, 2013);

our Current Reports on Form 8-K filed on February 20, 2013, February 21, 2013, March 5, 2013, March 21, 2013, April 26, 2013, July 19, 2013 and October 24, 2013;

the portions of our Definitive Proxy Statement on Schedule 14A, filed on March 11, 2013, that are specifically incorporated by reference into our Annual report on Form 10-K for the year ended December 31, 2012; and

the descriptions of the common stock set forth in our registration statements filed pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating those descriptions.

You may request a copy of the registration statement, the above filings and any future filings that are incorporated by reference into this prospectus, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, by writing or calling us at the following address: Office of the Secretary, The Coca-Cola Company, One Coca-Cola Plaza, Atlanta, Georgia 30313; telephone: (404) 676-2121.

You should rely only on the information contained or incorporated by reference in this prospectus, any accompanying prospectus supplement or any free writing prospectus filed by us with the SEC and any information about the terms of securities offered conveyed to you by us, our underwriters or agents. We have not authorized anyone else to provide you with additional or different information. These securities are only being offered in jurisdictions where the offer is permitted. You should not assume that the information contained in this prospectus, any accompanying prospectus supplement or any free writing prospectus is accurate as of any date other than their respective dates.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, any accompanying prospectus supplement and the documents incorporated by reference herein may contain statements, estimates or projections that constitute "forward-looking statements" as defined under U.S. federal securities laws. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from The Coca-Cola Company's historical experience and our present expectations or projections. These risks include, but are not limited to, obesity and other health concerns; water scarcity and poor quality; changes in the nonalcoholic beverage business environment and retail landscape; increased competition; increased demand for food products and decreased agricultural productivity as a result of changing weather patterns; consolidation in the retail channel or the loss of key retail or foodservice customers; an inability to expand operations in developing and emerging markets; fluctuations in foreign currency exchange rates; interest rate increases; an inability to maintain good relationships with our bottling partners; a deterioration in our bottling partners' financial condition; increases in income tax rates,

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changes in income tax laws or unfavorable resolution of tax matters; increased or new indirect taxes in the United States or in other major markets; increased cost, disruption of supply or shortage of energy or fuels; increased cost, disruption of supply or shortage of ingredients, other raw materials or packaging materials; changes in laws and regulations relating to beverage containers and packaging; significant additional labeling or warning requirements or limitations on the availability of our products; an inability to protect our information systems against service interruption, misappropriation of data or breaches of security; unfavorable general economic conditions in the United States; unfavorable economic and political conditions in international markets; litigation or legal proceedings; adverse weather conditions; climate change; damage to our brand image and corporate reputation from product safety or quality, human and workplace rights, obesity or other issues, even if unwarranted; changes in, or failure to comply with, the laws and regulations applicable to our products or our business operations; changes in accounting standards; an inability to achieve our overall long-term goals; continuing uncertainty in the global credit markets; one or more of our counterparty financial institutions default on their obligations to us or fail; an inability to realize additional benefits targeted by our productivity and reinvestment program; an inability to renew collective bargaining agreements on satisfactory terms, or we or our bottling partners experience strikes, work stoppages or labor unrest; future impairment charges, including charges by equity method investees; multi-employer plan withdrawal liabilities in the future; an inability to successfully integrate and manage our Company-owned or -controlled bottling operations; global or regional catastrophic events; and other risks discussed in our Company's filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2012, which filings are available as described in "Where You Can Find More Information." You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. We undertake no obligation to publicly update or revise any forward-looking statements.

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OUR COMPANY

The Coca-Cola Company is the world's largest beverage company. We own or license and market more than 500 nonalcoholic beverage brands, primarily sparkling beverages but also a variety of still beverages such as waters, enhanced waters, juices and juice drinks, ready-to-drink teas and coffees, and energy and sports drinks. We own and market four of the world's top five nonalcoholic sparkling beverage brands: Coca-Cola, Diet Coke, Fanta and Sprite. Finished beverage products bearing our trademarks, sold in the United States since 1886, are now sold in more than 200 countries.

We make our branded beverage products available to consumers throughout the world through our network of Company-owned or -controlled bottling and distribution operations as well as independently owned bottling partners, distributors, wholesalers and retailers the world's largest beverage distribution system. Of the approximately 57 billion beverage servings of all types consumed worldwide every day, beverages bearing trademarks owned by or licensed to us account for more than 1.8 billion servings.

We believe that our success depends on our ability to connect with consumers by providing them with a wide variety of options to meet their desires, needs and lifestyle choices. Our success further depends on the ability of our people to execute effectively, every day.

Our goal is to use our Company's assets our brands, financial strength, unrivaled distribution system, global reach, and the talent and strong commitment of our management and associates to become more competitive and to accelerate growth in a manner that creates value for our shareowners.

We were incorporated in September 1919 under the laws of the State of Delaware and succeeded to the business of a Georgia corporation with the same name that had been organized in 1892.

Our principal office is located at One Coca-Cola Plaza, Atlanta, Georgia 30313, and our telephone number at that address is (404) 676-2121. We maintain a website at www.coca-colacompany.com where general information about us is available. We are not incorporating the contents of the website into this prospectus.

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USE OF PROCEEDS

Except as may be otherwise set forth in the applicable prospectus supplement accompanying this prospectus, the net proceeds from the sale of the securities will be used for general corporate purposes, including:

working capital;

capital expenditures;

acquisitions of or investments in businesses or assets;

redemption and repayment of short-term or long-term borrowings; and

purchases of our common stock.

Pending application of the net proceeds, we may temporarily invest the net proceeds in short-term marketable securities.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges for the five fiscal years ended December 31, 2012 and the nine months ended September 27, 2013 are set forth below:

| Nine Months Ended September 27, 2013 | Year Ended December 31, |
|---|--------------------------------|
|---|--------------------------------|