

COCA COLA BOTTLING CO CONSOLIDATED /DE/

Form 8-K

September 24, 2014

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

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 23, 2014**

**COCA-COLA BOTTLING CO. CONSOLIDATED**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**0-9286**  
**(Commission**

**56-0950585**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**4100 Coca-Cola Plaza, Charlotte, North Carolina 28211**

**(Address of principal executive offices) (Zip Code)**

**(704) 557-4400**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On September 23, Coca-Cola Bottling Co. Consolidated (the Company) entered into a commitment letter with JPMorgan Chase Bank, N.A. ( JPMC ), J.P. Morgan Securities LLC ( JPMS ), Citigroup Global Markets Inc. ( CGMI ), Wells Fargo Bank, National Association ( WFB ) and Wells Fargo Securities, LLC ( WFS ) with respect to a new \$350 million five-year unsecured revolving credit facility (the Facility). Pursuant to the commitment letter (i) JPMC will provide up to \$90 million of the Facility and will act as Administrative Agent, (ii) CGMI and WFB will each provide up to \$90 million of the Facility and will act as Co-Syndication Agents and (iii) JPMS, CGMI and WFS will act as joint lead arrangers and joint bookrunners and will use their commercially reasonable efforts to arrange a syndicate of lenders for the balance of the Facility. The proceeds from the Facility will be used to refinance the outstanding balance of the Company's existing lines of credit and for general corporate purposes. Subject to obtaining commitments from the lenders and satisfying other conditions specified in the Facility, the Company may increase the aggregate availability under the Facility by an additional \$100 million. The Facility will include a \$50 million letter of credit sublimit.

The commitment letter provides, among other things, that the closing of the Facility is subject to conditions customary to similar transactions and substantially similar to the Existing Credit Agreement (as defined below). The Facility will close on such date as may be agreed upon by the Company and JPMS. Upon completion, the Facility will replace the Company's existing \$200 million credit agreement dated as of September 21, 2011 (the Existing Credit Agreement), which would expire on September 21, 2016.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COCA-COLA BOTTLING CO. CONSOLIDATED**  
(REGISTRANT)

Date: September 23, 2014

By: /s/ James E. Harris  
James E. Harris  
Senior Vice President, Shared Services and Chief  
Financial Officer