

COCA COLA ENTERPRISES INC
Form S-8 POS
August 20, 2004

Registration No. 333-90245

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

COCA-COLA ENTERPRISES INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation

58-0503352
(IRS Employer Identification No.)

or organization)

2500 Windy Ridge Parkway, Atlanta, Georgia 30339

(Address of principal executive offices, including Zip Code)

COCA-COLA ENTERPRISES INC.

MATCHED EMPLOYEE SAVINGS AND INVESTMENT PLAN

(Full title of the plan)

John J. Culhane, Esq.

General Counsel

Coca-Cola Enterprises Inc.

2500 Windy Ridge Parkway

Atlanta, GA 30339

(Name and address of agent for service)

(770) 989-3000

(Telephone number, including area code, of agent for service)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

(a) the Registrant's Annual Report on Form 10-K filed pursuant to Section 13 of the Securities Exchange Act of 1934 for its fiscal year ended December 31, 2003;

(b) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2003;

(c) the description of the Registrant's common stock to be offered hereby which is contained in the registration statement filed under Section 12 of the Securities Exchange Act of 1934, including any amendments or reports filed for the purpose of updating such description.

(d) The Annual Report on Form 11-K for the Coca-Cola Enterprises Inc. Matched Employee Savings and Investment Plan for its fiscal year ended December 31, 2003.

All documents filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated hereby by reference and to be a part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS.

4.1 Restated Certificate of Incorporation of Coca-Cola Enterprises (restated as of April 15, 1992), as amended by Certificate of Amendment dated April 21, 1997 and by Certificate of Amendment dated April 26, 2000, incorporated by reference to Exhibit 3 to the Company's Current Report on Form 8-K (Date of Report July 22, 1997) and Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2000.

4.2 Bylaws of Coca-Cola Enterprises, as amended through July 27, 2004, incorporated by reference to Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 2, 2004.

23 Consent of Ernst & Young LLP.

24.1 Powers of Attorney.

24.2 Resolution of Board of Directors.

An opinion of counsel is not being filed because the securities being registered are not original issuance securities, and the Registrant undertakes to submit the Plan and any amendments thereto to the Internal Revenue Service (the Service) in order to secure a determination letter in a timely manner and will make all changes required by the Service in order to qualify the Plan and obtain such letter.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 16th day of August, 2004.

COCA-COLA ENTERPRISES INC.

(Registrant)

JOHN R. ALM*

John R. Alm

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this report has been signed by the following persons in the capacities and on the dates indicated.

JOHN R. ALM* _____ (John R. Alm)	President, Chief Executive Officer and a Director (principal executive officer)	August 16, 2004
SHAUN B. HIGGINS* _____ (Shaun B. Higgins)	Senior Vice President and Chief Financial Officer (principal financial officer)	August 16, 2004
WILLIAM W. DOUGLAS, III* _____ (William W. Douglas, III)	Vice President, Controller and Principal Accounting Officer (principal accounting officer)	August 16, 2004
LOWRY F. KLINE* _____ (Lowry F. Kline)	Director	August 16, 2004
JOHN L. CLENDENIN* _____ (John L. Clendenin)	Director	August 16, 2004
JAMES E. COPELAND, JR.* _____ (James E. Copeland, Jr.)	Director	August 16, 2004
CALVIN DARDEN* _____ (Calvin Darden)	Director	August 16, 2004
J. TREVOR EYTON*	Director	August 16, 2004

(J. Trevor Eyton)

GARY P. FAYARD*	Director	August 16, 2004
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(Gary P. Fayard)		
MARVIN J. HERB*	Director	August 16, 2004
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(Marvin J. Herb)		
STEVEN J. HEYER*	Director	August 16, 2004
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(Steven J. Heyer)		
L. PHILLIP HUMANN*	Director	August 16, 2004
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(L. Phillip Humann)		
JOHN E. JACOB*	Director	August 16, 2004
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(John E. Jacob)		
SUMMERFIELD K. JOHNSTON, JR. *	Director	August 16, 2004
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(Summerfield K. Johnston, Jr.)		
JEAN-CLAUDE KILLY*	Director	August 16, 2004
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(Jean-Claude Killy)		
PAULA G. ROSPUT*	Director	August 16, 2004
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(Paula G. Rosput)		

*By: /S/ JOHN J. CULHANE

John J. Culhane

Attorney-in-Fact

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on August 16, 2004.

COCA-COLA ENTERPRISES INC.

By: GLOBAL RETIREMENT PROGRAM
COMMITTEE

By: /S/ VICKI R. PALMER

Vicki R. Palmer

Title: Chairperson

EXHIBIT INDEX

Exhibit Number

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