

COCA COLA ENTERPRISES INC
Form S-8 POS
August 24, 2007

Registration No. 33-53227

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
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.)

2500 Windy Ridge Parkway, Atlanta, Georgia 30339
(Address of principal executive offices, including Zip Code)

AMENDED AND RESTATED DEFERRED COMPENSATION
AGREEMENT BETWEEN JOHNSTON COCA-COLA
BOTTLING GROUP, INC. AND HENRY A. SCHIMBERG
DATED DECEMBER 16, 1991, AS AMENDED
(Full title of the plan)

John J. Culhane, Esq.
Executive Vice President and 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)

This Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 33-53227) (the “Registration Statement”) of Coca-Cola Enterprises Inc. (the “Company”), which was filed with the Securities and Exchange Commission on April 22, 1994. The Registration Statement registered shares of the Company’s common stock, par value \$1.00 per share, for issuance pursuant to the Amended and Restated Deferred Compensation Agreement between Johnston Coca-Cola Bottling Group, Inc. and Henry A. Schimberg dated December 16, 1991, as amended (the “Agreement”).

All shares under the Agreement have been distributed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 20th day of August, 2007.

COCA-COLA ENTERPRISES INC.
(Registrant)

By: JOHN F. BROCK*
John F. Brock,
President and Chief Executive Officer

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

| | | |
|--|--|-----------------|
| <u>JOHN F. BROCK*</u> (John F. Brock) | President, Chief Executive Officer and a Director (principal executive officer) | August 20, 2007 |
|--|--|-----------------|

| | | |
|--|--|-----------------|
| <u>WILLIAM W. DOUGLAS III*</u> (William W. Douglas III) | Senior Vice President and Chief Financial Officer (principal financial officer) | August 20, 2007 |
|--|--|-----------------|

| | | |
|--|---|-----------------|
| <u>CHARLES D. LISCHER*</u> (Charles D. Lischer) | Vice President, Controller and Chief Accounting Officer (principal accounting officer) | August 20, 2007 |
|--|---|-----------------|

| | | |
|--|----------|-----------------|
| <u>FERNANDO AGUIRRE*</u> (Fernando Aguirre) | Director | August 20, 2007 |
|--|----------|-----------------|

| | | |
|--|----------|-----------------|
| <u>JAMES E. COPELAND, JR.*</u> (James E. Copeland, Jr.) | Director | August 20, 2007 |
|--|----------|-----------------|

| | | |
|--|----------|-----------------|
| <u>CALVIN DARDEN*</u> (Calvin Darden) | Director | August 20, 2007 |
|--|----------|-----------------|

| | | |
|--|----------|-----------------|
| <u>GARY P. FAYARD*</u> (Gary P. Fayard) | Director | August 20, 2007 |
|--|----------|-----------------|

| | | |
|--|----------|-----------------|
| | Director | August 20, 2007 |
|--|----------|-----------------|

IRIAL

FINAN*

(Irial Finan)

3

MARVIN J.
HERB*
(Marvin J. Herb) Director August 20, 2007

L. PHILLIP
HUMANN*
(L. Phillip Humann) Director August 20, 2007

DONNA A.
JAMES*
(Donna A. James) Director August 20, 2007

THOMAS H.
JOHNSON*
(Thomas H. Johnson) Director August 20, 2007

LOWRY F.
KLINE*
(Lowry F. Kline) Director August 20, 2007

CURTIS R.
WELLING*
(Curtis R. Welling) Director August 20, 2007

*By: /S/ JOHN J. CULHANE
Mr. John J. Culhane
Attorney-in-Fact

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|---------------------------|--------------------------------------|
| 24.1 | Powers of Attorney |
| 24.2 | Resolution of the Board of Directors |