

COCA-COLA EUROPEAN PARTNERS US, LLC  
 Form 4  
 June 01, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 JOHNSON THOMAS H

2. Issuer Name and Ticker or Trading Symbol  
 COCA-COLA EUROPEAN PARTNERS US, LLC [CCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/28/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

P. O. BOX 421549

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ATLANTA, GA 30342

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/28/2016                           |  | M                              | (A)<br>Amount<br>4,377<br>(1)                                     | \$ 0<br>(1)   | 14,377   | D                                 |
| Common Stock                    | 05/28/2016                           |  | M                              | (A)<br>Amount<br>11,160<br>(1)                                    | \$ 0<br>(1)   | 25,537   | D                                 |
| Common Stock                    | 05/28/2016                           |  | M                              | (A)<br>Amount<br>5,762<br>(1)                                     | \$ 0<br>(1)   | 31,299   | D                                 |
| Common Stock                    | 05/28/2016                           |  | M                              | (A)<br>Amount<br>4,876<br>(1)                                     | \$ 0<br>(1)   | 36,175   | D                                 |
| Common Stock                    | 05/28/2016                           |  | M                              | (A)<br>Amount<br>6,272<br>(1)                                     | \$ 0<br>(1)   | 42,447   | D                                 |

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|              |            |   |               |   |             |        |   |
|--------------|------------|---|---------------|---|-------------|--------|---|
| Common Stock | 05/28/2016 | M | 18,593<br>(1) | A | \$ 0<br>(1) | 61,040 | D |
| Common Stock | 05/28/2016 | D | 61,040<br>(2) | D | \$ 0<br>(2) | 0      | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2007 Director Restricted Stock Unit Awards | (3)  | 05/28/2016                           |  | M                              | 4,377   | (3) (3)  | Common Stock  | 4,377                         |
| 2008 Director Restricted Stock Unit Awards | (3)  | 05/28/2016                           |  | M                              | 11,160  | (3) (3)  | Common Stock  | 11,160                        |
| 2009 Director Restricted Stock Unit Awards | (3)  | 05/28/2016                           |  | M                              | 5,762   | (3) (3)  | Common Stock  | 5,762                         |
| 2010 DSU Award                             | (3)  | 05/28/2016                           |  | M                              | 4,876   | (3) (3)  | Common Stock  | 4,876                         |
| Phantom Stock                              | (4)  | 05/28/2016                           |  | M                              | 6,272   | (4) (4)  | Common Stock  | 6,272                         |
| Quarterly DSU Award                        | (3)  | 05/28/2016                           |  | M                              | 18,593  | (3) (3)  | Common Stock  | 18,593                        |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JOHNSON THOMAS H<br>P. O. BOX 421549<br>ATLANTA, GA 30342 | X             |           |         |       |

## Signatures

Suzanne N. Forlidas,  
attorney-in-fact

06/01/2016

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents phantom stock units which became fully vested and were settled for shares of Common Stock immediately prior to the consummation of the Merger, as defined below.
- 61,040 shares of Common Stock were disposed of at the effective time of the merger of Coca-Cola Enterprises, Inc. (the "Company") with and into Coca-Cola European Partners US, LLC, formerly known as Orange MergeCo, LLC ("MergeCo"), on May 28, 2016 (the "Merger"), pursuant to a merger agreement, dated as of August 6, 2015, by and among the Company, Coca-Cola European Partners plc, (2) formerly known as Spark Orange Limited and Coca-Cola European Partners Limited ("CCEP"), Coca-Cola European Partners Holdings US, Inc., formerly known as Orange U.S. HoldCo, LLC, and MergeCo in exchange for (i) 61,040 validly issued, fully paid, non-assessable ordinary shares, nominal value ?0.01 per share, of CCEP and (ii) cash consideration of \$14.50 per share of Common Stock.
- (3) Phantom stock units credited to the reporting person's Quarterly DSU Award account under the Deferred Compensation Plan for Nonemployee Directors. Payment of the number of shares credited to the account occurs upon the Director's departure from the Board.
- Phantom stock units acquired pursuant to a deferred compensation agreement between reporting person and Company, increases to the (4) Director's phantom stock credits under the Deferred Compensation Plan for nonemployee Directors due to deemed reinvestments of hypothetical dividends and/or the aggregation of fractional share units not previously reported. Payment of the number of shares credited to the account occurs upon the Director's departure from the Board.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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