

COCA COLA ENTERPRISES INC  
Form 425  
May 26, 2010

**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): **May 25, 2010**

**COCA-COLA ENTERPRISES INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**01-09300**  
(Commission File No.)

**58-0503352**  
(IRS Employer)

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of incorporation)

**2500 Windy Ridge Parkway, Atlanta, Georgia 30339**

Identification No.)

(Address of principal executive offices, including zip code)

**(770) 989-3000**

(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 8.01. Other Events.**

As previously announced, on February 25, 2010, Coca-Cola Enterprises Inc., a Delaware corporation ( **CCE** or the **Company** ), International CCE Inc., a Delaware corporation wholly-owned by the Company ( **New CCE** ), The Coca-Cola Company, a Delaware corporation ( **TCCC** ), and Cobalt Subsidiary LLC, a Delaware limited liability company wholly-owned by TCCC ( **Merger Sub** ) entered into a Business Separation and Merger Agreement (the **Merger Agreement** ).

On May 25, 2010, New CCE, the Company's wholly-owned subsidiary, filed a registration statement on Form S-4 with the Securities and Exchange Commission (the **SEC** ), including a preliminary proxy statement/prospectus relating to a special meeting of CCE shareowners to vote on a proposal to adopt the Merger Agreement. The registration statement on Form S-4, including the preliminary proxy statement/prospectus, is available on the SEC's EDGAR web site under International CCE Inc.'s File No. 333-167067. A definitive proxy statement/prospectus will be mailed to the shareowners of the Company after the registration statement is declared effective by the SEC.

**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 ENTERPRISES INC.**  
**(Registrant)**

Date: May 26, 2010

By: /s/ WILLIAM T. PLYBON  
Name: William T. Plybon  
Title: Vice President, Deputy General Counsel and Secretary