

COCA-COLA EUROPEAN PARTNERS US, LLC

Form 4

June 01, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOOD PHOEBE A**

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)  
**2500 WINDY RIDGE  
PARKWAY, 14TH FLOOR**

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

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

(Street)  
**ATLANTA, GA 30339**

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/28/2016		M	(A) or (D) Amount (1) 3,657 Price (1) \$ 0	3,657	D	
Common Stock	05/28/2016		M	(A) or (D) Amount (1) 23,305 Price (1) \$ 0	26,962	D	
Common Stock	05/28/2016		M	(A) or (D) Amount (1) 18,593 Price (1) \$ 0	45,555	D	
Common Stock	05/28/2016		D	(A) or (D) Amount (2) 45,555 Price (2) \$ 0	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. P	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2010 DSU Award	(3)	05/28/2016		M		3,657		(3)	(3)	Common Stock	3,657
Phantom Stock	(4)	05/28/2016		M		23,305		(4)	(4)	Common Stock	23,305
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
WOOD PHOEBE A 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339	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.

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- 45,555 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) 45,555 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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