

COCA COLA CO
Form PX14A6G
April 10, 2014

United States Securities and Exchange Commission
Washington, DC 20549

NOTICE OF EXEMPT SOLICITATION

1. Name of Registrant:
THE COCA-COLA COMPANY

 2. Name of person relying on exemption:
WINTERGREEN ADVISERS, LLC

 3. Address of person relying on exemption:
333 Route 46 West, Suite 204
Mountain Lakes, NJ 07046

 4. Written materials:
Attach written materials required to be submitted pursuant to Rule 14a-6(g)(1).
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April 8, 2014

Brandon Rees
AFL-CIO Office of Investment
815 16th St., N.W.
Washington D.C. 20006

Dear Mr. Rees,

The work done by the AFL-CIO on executive pay at U.S. companies is commendable. Your Executive PayWatch website is a valuable resource in the fight against outsized pay packages. We wholeheartedly agree with the statement which you made on the Conference Board Governance Center blog that "employee productivity, morale, and loyalty suffer when workers see that the CEO is taking more while those same workers do more for less." If you have a few minutes this Thursday or Friday, I would love to discuss the issue further with you.

When executives are needlessly and excessively overpaid, it acts as a drag on accounts which fund the pensions, benefits, and retirements of nearly every working American. At a time when a large portion of growth in corporate earnings appears to come from slashing jobs and reducing benefits, I believe the time is right for a very public and transparent conversation about the issue.

We believe that a prime example of this problem is The Coca-Cola Company. My firm, Wintergreen Advisers, owns over 2.5 million shares of Coca-Cola on behalf of our clients. Through its existing and proposed 2014 equity compensation plans, Coca-Cola is attempting transfer up to 16.6% of the company's value from shareholders to management. 16.6% of Coca-Cola is worth about \$28 billion. This vast transfer of wealth will be shared among the top 5% of Coca-Cola management, not distributed to the tens of thousands of Coca-Cola employee who keep the company running every day. Even as the typical American worker sees his or her wages stagnate, Coca-Cola executives have the audacity to ask for a pay package worth potentially tens of billions of dollars, a vast increase over past pay practices.

If this proposal passes, other American companies will look to what Coca-Cola got away with and ask, "why not us?" Imagine the impact on the pension funds of your members if every U.S. company decided to transfer 16.6% of shareholders wealth to management.

Attached to this letter you will find a copy of a presentation Wintergreen has put together, which we call "Coca-Cola's Big Grab: Enriching Management, Shortchanging Shareholders." Please take a few minutes to read through it. I think you will be shocked to learn what Coca-Cola executives are attempting to do to shareholders.

Regards,

/s/ David J. Winters
David J. Winters, CFA
Wintergreen Advisers, CEO
973-263-2600

Cc: Vineeta Anand
Cc: Heather Slavkin Corzo

