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

SCHEDULE TO

**(Amendment No. 6)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

COCA-COLA CONSOLIDATED, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$1.00 par value
(Title of Class of Securities)

191098102
(CUSIP Number of Class of Securities)

E. Beauregarde Fisher III, Esq.
Executive Vice President, General Counsel and Secretary
Coca-Cola Consolidated, Inc.
4100 Coca-Cola Plaza
Charlotte, North Carolina 28211
(980) 392-8298

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copies to:

Brian M. Janson, Esq.
Jeffrey D. Marell, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
(212) 373-3000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-
-

AMENDMENT NO. 6 TO SCHEDULE TO

This Amendment No. 6 (this “Amendment No. 6”) amends and supplements the Tender Offer Statement on Schedule TO originally filed by Coca-Cola Consolidated, Inc., a Delaware corporation (“Coca-Cola Consolidated” or the “Company”), on May 20, 2024 (together with any amendments or supplements thereto, the “Schedule TO”) in connection with the Company’s offer to purchase for cash up to \$2,000 million in value of shares of its issued and outstanding Common Stock, par value \$1.00 per share, at a price of not less than \$850 nor greater than \$925 per share upon the terms and subject to the conditions described in the Offer to Purchase, dated May 20, 2024 (the “Offer to Purchase”), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (the “Letter of Transmittal” and, together with the Offer to Purchase, as they may be amended or supplemented from time to time, the “Offer”), a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO.

This Amendment No. 6 is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended. Only those items amended or supplemented are reported in this Amendment No. 6. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 6 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 6 together with the Schedule TO and all exhibits attached thereto, including the Offer to Purchase and the Letter of Transmittal, as each may be amended or supplemented from time to time.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On June 21, 2024, the Company issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., New York City time, on June 18, 2024. Based on the final count by the Depositary, a total of 14,391,481 shares of Common Stock were validly tendered and not validly withdrawn in the Offer. The press release also announced the number of shares of Common Stock the Company expects to purchase from CCCBI on the 11th business day following the expiration of the Offer pursuant to the purchase agreement, dated May 6, 2024, by and between the Company and CCCBI. A copy of the press release is filed as Exhibit (a)(5)(D) to this Amendment No. 6 and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(D) Press release issued by Coca-Cola Consolidated, Inc., dated June 21, 2024.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 21, 2024

COCA-COLA CONSOLIDATED, INC.

By: /s/ F. Scott Anthony

Name: F. Scott Anthony

Title: Executive Vice President and Chief Financial Officer

**News Release****Coca-Cola Consolidated Announces Final Results of Tender Offer**

CHARLOTTE, June 21, 2024 – Coca-Cola Consolidated, Inc. (NASDAQ: COKE) (the “Company”) announced today the final results of its modified “Dutch auction” tender offer, which expired at 5:00 p.m., New York City time, on June 18, 2024.

Based on the final count by Equiniti Trust Company, LLC, the depository for the tender offer, a total of 14,391.5 shares of the Company’s Common Stock were validly tendered and not validly withdrawn in the tender offer.

In accordance with the terms and conditions of the tender offer, the Company has accepted for purchase 14,391.5 shares of its Common Stock at a price of \$925 per share, for an aggregate cost of approximately \$13.3 million, excluding fees and expenses relating to the tender offer. The Company accepted for purchase all of the shares that were validly tendered and not validly withdrawn in the tender offer. The shares accepted for purchase represent approximately 0.2% of the shares of Common Stock that were issued and outstanding as of June 18, 2024.

As previously announced, the Company has agreed, following the completion of the tender offer, to purchase from Carolina Coca-Cola Bottling Investments, Inc. (“CCCBI”), an indirect wholly-owned subsidiary of The Coca-Cola Company, at the purchase price equal to the price paid by the Company in the tender offer, a number of shares of Common Stock such that CCCBI would beneficially own 21.5% of the Company’s outstanding shares of Common Stock immediately following the closing of the repurchase (calculated assuming all issued and outstanding shares of the Company’s Class B Common Stock are converted into Common Stock and taking into account the shares of Common Stock purchased in the tender offer) (the “Share Repurchase”). Based on the shares of Common Stock the Company accepted for purchase in the tender offer, the Company expects to purchase 598,619 shares of Common Stock from CCCBI in the Share Repurchase, for an aggregate purchase price of approximately \$553.7 million. The closing of the Share Repurchase is expected to occur on July 5, 2024, the 11th business day after the expiration of the tender offer, subject to the satisfaction or waiver of the conditions to the closing.

The Company may purchase additional shares in the future in the open market subject to market conditions, or in private transactions, exchange offers, tender offers or otherwise. Under applicable securities laws, however, the Company may not repurchase any shares until July 5, 2024. Whether the Company makes additional repurchases in the future will depend on many factors, including the market price of the shares, the Company’s business and financial condition and general economic and market conditions.

Certain Information Regarding the Tender Offer

The information in this press release describing the tender offer is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell shares in the tender offer. The tender offer was made only pursuant to the Offer to Purchase and the related materials that Coca-Cola Consolidated filed with the U.S. Securities and Exchange Commission (the “SEC”), as amended or supplemented, and distributed to its stockholders.

Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in this news release are “forward-looking statements” that involve risks and uncertainties which we expect will or may occur in the future and may impact our business, financial condition and results of operations. The words “anticipate,” “believe,” “expect,” “intend,” “project,” “may,” “will,” “should,” “could” and similar expressions are intended to identify those forward-looking statements. These forward-looking statements reflect the Company’s best judgment based on current information, and, although we base these statements on circumstances that we believe to be reasonable when made, there can be no assurance that future events will not affect the accuracy of such forward-looking information. As such, the forward-looking statements are not guarantees of future performance, and actual results may vary materially from the projected results and expectations discussed in this news release. Factors that might cause the Company’s actual results to differ materially from those anticipated in forward-looking statements include, but are not limited to: increased costs (including due to inflation), disruption of supply or unavailability or shortages of raw materials, fuel and other supplies; the reliance on purchased finished products from external sources; changes in public and consumer perception and preferences, including concerns related to product safety and sustainability, artificial ingredients, brand reputation and obesity; changes in government regulations related to nonalcoholic beverages, including regulations related to obesity, public health, artificial ingredients and product safety and sustainability; decreases from historic levels of marketing funding support provided to us by The Coca-Cola Company and other beverage companies; material changes in the performance requirements for marketing funding support or our inability to meet such requirements; decreases from historic levels of advertising, marketing and product innovation spending by The Coca-Cola Company and other beverage companies, or advertising campaigns that are negatively perceived by the public; any failure of the several Coca-Cola system governance entities of which we are a participant to function efficiently or on our best behalf and any failure or delay of ours to receive anticipated benefits from these governance entities; provisions in our beverage distribution and manufacturing agreements with The Coca-Cola Company that could delay or prevent a change in control of us or a sale of our Coca-Cola distribution or manufacturing businesses; the concentration of our capital stock ownership; our inability to meet requirements under our beverage distribution and manufacturing agreements; changes in the inputs used to calculate our acquisition related contingent consideration liability; technology failures or cyberattacks on our information technology systems or our effective response to technology failures or cyberattacks on our customers’, suppliers’ or other third parties’ information technology systems; unfavorable changes in the general economy; the concentration risks among our customers and suppliers; lower than expected net pricing of our products resulting from continued and increased customer and competitor consolidations and marketplace competition; the effect of changes in our level of debt, borrowing costs and credit ratings on our access to capital and credit markets, operating flexibility and ability to obtain additional financing to fund future needs; the failure to attract, train and retain qualified employees while controlling labor costs, and other labor issues; the failure to maintain productive relationships with our employees covered by collective bargaining agreements, including failing to renegotiate collective bargaining agreements; changes in accounting standards; our use of estimates and assumptions; changes in tax laws, disagreements with tax authorities or additional tax liabilities; changes in legal contingencies; natural disasters, changing weather patterns and unfavorable weather; climate change or legislative or regulatory responses to such change; and the impact of any pandemic or public health situation. These and other factors are discussed in the Company’s regulatory filings with the SEC, including those in “Item 1A. Risk Factors” of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023. The forward-looking statements contained in this news release speak only as of this date, and the Company does not assume any obligation to update them, except as may be required by applicable law.

About Coca-Cola Consolidated, Inc.

Coca-Cola Consolidated is the largest Coca-Cola bottler in the United States. Our Purpose is to honor God in all we do, to serve others, to pursue excellence and to grow profitably. For over 122 years, we have been deeply committed to the consumers, customers and communities we serve and passionate about the broad portfolio of beverages and services we offer. We make, sell and distribute beverages of The Coca-Cola Company and other partner companies in more than 300 brands and flavors across 14 states and the District of Columbia, to approximately 60 million consumers.

Headquartered in Charlotte, N.C., Coca-Cola Consolidated is traded on The Nasdaq Global Select Market under the symbol "COKE". More information about the Company is available at www.cokeconsolidated.com. Follow Coca-Cola Consolidated on Facebook, X, Instagram and LinkedIn.

CONTACTS:**Ashley Brown (Media)**

Director, External Communications
(803) 979-2849
Ashley.Brown@cokeconsolidated.com

Scott Anthony (Investors)

Executive Vice President & Chief Financial Officer
(704) 557-4633
Scott.Anthony@cokeconsolidated.com