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):
April 15, 2013

COCA-COLA BOTTLING CO. CONSOLIDATED

(Exact name of registrant as specified in its charter)

Delaware	0-9286	56-0950585
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4100 Coca-Cola Plaza, Charlotte, North Carolina 28211
(Address of principal executive offices) (Zip Code)

(704) 557-4400
(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.

Coca-Cola Bottling Co. Consolidated (the "Company") and The Coca-Cola Company have entered into a non-binding letter of intent dated April 15, 2013 (the "LOI") pursuant to which Coca-Cola Refreshments USA, Inc., a wholly-owned subsidiary of The Coca-Cola Company ("CCR"), will grant the Company certain exclusive rights for the distribution, promotion, marketing and sale of The Coca-Cola Company-owned and -licensed products in certain territories currently served by CCR located in eastern Tennessee and central Kentucky (the "Territory"). The grant of these exclusive rights in the Territory will not include the right to produce such products.

These exclusive territory rights will be granted via a Comprehensive Beverage Agreement (the "CBA"). The CBA will have a term of ten years and be renewable by the Company indefinitely for successive additional terms of ten years each unless the CBA is earlier terminated as provided therein. The LOI (together with a copy of the CBA, in substantially the form in which the parties anticipate the CBA will be executed, attached as an exhibit) is filed as Exhibit 99.2 to Amendment No. 28 to a Schedule 13D filed April 16, 2013 with the Securities and Exchange Commission by The Coca-Cola Company and certain other reporting persons with respect to their ownership of shares of the Company's common stock.

CCR will also sell, transfer and assign to the Company exclusive rights for the distribution, promotion, marketing and sale in the Territory of various cross-licensed brands currently distributed by CCR in the Territory, subject to the consent of the third-party brand owners. These include such brands as Dr Pepper, Monster Energy, Evian and V8. CCR will also sell to the Company certain of CCR's distribution assets and the working capital associated therewith, as may be necessary to distribute, promote, market and sell both The Coca-Cola Company-owned and -licensed products and the cross-licensed branded products in the Territory. The Company will pay to CCR at closing a cash amount that reflects the agreed value of the exclusive rights to distribute, promote, market and sell in the Territory the cross-licensed branded products and the net book value of the distribution assets and working capital associated therewith. The Company will also agree to make periodically a sub-bottling payment to CCR on a continuing basis after closing for the grant of exclusive rights in the Territory for The Coca-Cola Company-owned and -licensed products. Economic consideration may also include the value of exchanging certain "like kind" territory from the Company to CCR. Although the Company and The Coca-Cola Company are aligned on certain high level valuation principles and methodologies that are customary in the soft drink industry, the actual payment amounts due can only be determined by application of certain sales, profitability and other data at the time of closing of the proposed transaction and, in some cases, thereafter.

The proposed transaction described in the LOI will be subject to the terms of a definitive purchase and sale agreement (the "Definitive Agreement") in a form to be mutually agreed upon by the parties. The Company anticipates the Definitive Agreement will be executed by October 1, 2013 and that the closing of the proposed transaction that is contemplated by the LOI will occur before the end of the 2014 calendar year. The Company's expectations are subject, however, to future events and uncertainties, and there is no assurance that the Definitive Agreement will be reached and the closing of the proposed transaction will occur.

In addition to the negotiation and execution of the Definitive Agreement, the LOI sets forth certain customary conditions to closing as well as a number of other conditions that the Company and The Coca-Cola Company currently intend to be satisfied prior to closing and/or to be addressed in the Definitive Agreement. These other conditions include the parties engaging in various pre-closing planning activities related to governance, product supply, information technology and shared services and also entering into such service arrangements and product supply agreements at the closing as will be necessary to allow the Company to operate the Territory after closing and to assure the smooth transition of the Territory to the Company by CCR. They also include the Company and The Coca-Cola Company having agreed to (i) the Company's options to participate economically in the U.S. national food service and warehouse juice businesses and in future non-direct store delivery products and/or business models of
The Coca-Cola Company, (ii) an arrangement for the provision of logistics and transportation services to CCR by the Company's ancillary business Red Classic Services, and (iii) the terms of the future purchase by The Coca-Cola Company of BYB Brands, Inc., a wholly-owned subsidiary of the Company that develops, sells and markets certain branded products of the Company.

A copy of the news release issued by the Company announcing that the Company had signed the LOI with The Coca-Cola Company is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 News release issued on April 16, 2013, announcing signing of LOI with The Coca-Cola Company

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 BOTTLING CO. CONSOLIDATED
(REGISTRANT)

Date: April 16, 2013

BY: /s/ Umesh M. Kasbekar
Umesh M. Kasbekar
Senior Vice President, Planning and Administration

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC

EXHIBITS

CURRENT REPORT
ON
FORM 8-K

Date of Event Reported:
April 15, 2013

Commission File No:
0-9286

COCA-COLA BOTTLING CO. CONSOLIDATED

EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	News release issued on April 16, 2013, announcing signing of LOI with The Coca-Cola Company

Exhibit 99.1

Coca-Cola Bottling Co. Consolidated, 4100 Coca-Cola Plaza, Charlotte, NC 28211

News Release

Media Contact: Lauren C. Steele
Senior VP - Corporate Affairs
704-557-4551
Investor Contact: James E. Harris
Senior VP – Shared Services & CFO
704-557-4582

FOR IMMEDIATE RELEASE
April 16, 2013

Symbol: COKE
Quoted: The NASDAQ Stock Market (Global Select Market)

Coca-Cola Bottling Co. Consolidated Announces Signing of Letter of Intent with The Coca-Cola Company for Expansion of Franchise Territory

CHARLOTTE, NC — Coca-Cola Bottling Co. Consolidated (NASDAQ: COKE) (the "Company") today announced that it has signed a non-binding letter of intent with The Coca-Cola Company to expand the Company's franchise territory. The letter of intent provides additional distribution rights for the Company in parts of Tennessee and Kentucky which include major markets, Knoxville, TN and Lexington and Louisville, KY. Coca-Cola Refreshments USA, Inc. ("CCR"), a wholly owned subsidiary of The Coca-Cola Company, currently serves this territory.

The proposed transaction for acquiring distribution rights to the expanded territory will be accomplished by a sub-bottling arrangement with CCR under which the Company would make ongoing payments to CCR in exchange for the exclusive distribution rights in the territory. CCR would also transfer its rights in the territory to distribute brands not owned by The Coca-Cola Company to the Company as part of the transaction. In addition to territory rights, the Company would also acquire distribution assets and certain working capital from CCR relating to the expanded territory. The Company would not acquire any production assets from CCR. The new territory will be covered by a new form of comprehensive beverage agreement between the parties.

J. Frank Harrison, III, Chairman and CEO, said, "We are very excited about this growth opportunity for our Company, The Coca-Cola Company and the U.S. Coca-Cola System. Working closely with The Coca-Cola Company and our U.S. bottling partners, we believe that we are well positioned to help drive increased value in the Coke System."

Hank Flint, President and COO, added, "We have worked very collaboratively with The Coca-Cola Company and other proposed expanding bottlers to create the opportunity for U.S. System alignment and value creation for customers and consumers. The proposed transaction

provides us with a unique opportunity to leverage our strengths as the local Coca-Cola bottler in the many communities we serve."

This proposed transaction with The Coca-Cola Company is subject to the parties reaching definitive agreements by the end of 2013 with closing of the transaction expected during the latter part of 2014. There is no assurance, however, that the definitive agreements will be reached and the closing of the proposed transaction will occur. The Company will file a report on Form 8-K with the Securities and Exchange Commission regarding the proposed transaction that will be available on the Commission's web site at http://www.sec.gov and on the Company's web site at http://www.cokeconsolidated.com.

Cautionary Information Regarding Forward-Looking Statements

Included in this news release and other information that we make publicly available from time to time are forward-looking management comments and other statements that reflect management's current outlook for future periods. These statements include, among others, statements regarding potential opportunities for and our commitment and focus on profitably growing our business as well as our plans for continuing to innovate and evolve packaging and marketing strategies to respond to ever-changing consumer tastes.

These statements and expectations are based on currently available competitive, financial and economic data along with our operating plans and are subject to future events and uncertainties that could cause anticipated events not to occur or actual results to differ materially from historical or anticipated results. Among the events or uncertainties which could adversely affect future periods are: lower than expected selling pricing resulting from increased marketplace competition; changes in how significant customers market or promote our products; changes in our top customer relationships; changes in public and consumer preferences related to nonalcoholic beverages; unfavorable changes in the general economy; miscalculation of our need for infrastructure investment; our inability to meet requirements under beverage agreements; material changes in the performance requirements for marketing funding support or our inability to meet such requirements; decreases from historic levels of marketing funding support; changes in The Coca-Cola Company's and other beverage companies' levels of advertising, marketing and spending on brand innovation; the inability of our aluminum can or plastic bottle suppliers to meet our purchase requirements; our inability to offset higher raw material costs with higher selling prices, increased bottle/can sales volume or reduced expenses; consolidation of raw material suppliers could impact our profitability; increased purchases of finished goods subject us to incremental risks that could impact our profitability; sustained increases in fuel costs or our inability to secure adequate supplies of fuel; sustained increases in workers' compensation, employment practices and vehicle accident claims costs; sustained increases in the cost of employee benefits; product liability claims or product recalls; technology failures; changes in interest rates; the impact of debt levels on operating flexibility and access to capital and credit markets; adverse changes in our credit rating (whether as a result of our operations or prospects or as a result of those of The Coca-Cola Company or other bottlers in the Coca-Cola system); changes in legal contingencies; legislative changes affecting our distribution and packaging; adoption of significant product labeling or warning requirements; additional taxes resulting from tax audits; natural disasters and unfavorable weather; global climate change or legal or regulatory responses to such change; issues surrounding labor relations; bottler system disputes; our use of estimates and assumptions; changes in accounting standards; impact of obesity and health concerns on product demand; public policy challenges regarding the sale of soft drinks in schools; the impact of volatility in the financial markets on access to the credit markets; the impact of acquisitions or dispositions of bottlers by their franchisors; and the concentration of our capital stock ownership. The forward-looking statements in this news release should be read in conjunction with the more detailed descriptions of the above factors located in our Annual Report on Form 10-K for the year ended December 30, 2012 under Part I, Item 1A "Risk Factors" as well as those additional factors we may describe from time to time in other filings with the Securities and Exchange Commission. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements contained in this release as a result of new information or future events or developments.

—Enjoy Coca-Cola—