

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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):

December 20, 2011

**COCA-COLA BOTTLING CO. CONSOLIDATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

0-9286  
(Commission File Number)

56-0950585  
(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))

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**Item 1.01. Entry into a Material Definitive Agreement.**

Coca-Cola Bottling Co. Consolidated (the “Company”) and The Coca-Cola Company, by and through its Coca-Cola North America division, entered into an amendment, dated December 20, 2011, to the Incidence Pricing Agreement, dated March 16, 2009 (the “Pricing Agreement”), between the parties. The amendment extended the minimum term of the Pricing Agreement until December 31, 2013. A copy of the amendment is attached hereto as Exhibit 10.1 and incorporated herein by reference. A copy of the Pricing Agreement was previously filed as Exhibit 10.6 to the Company’s Quarterly Report on Form 10-Q for the quarter ended October 3, 2010.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Amendment to Pricing Agreement, dated December 20, 2011, between the Company and The Coca-Cola Company, by and through its Coca-Cola North America division.



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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC

EXHIBITS  
CURRENT REPORT  
ON  
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COCA-COLA BOTTLING CO. CONSOLIDATED

EXHIBIT INDEX

Exhibit No.

Exhibit Description

10.1	Amendment to Pricing Agreement, dated December 20, 2011, between the Company and The Coca-Cola Company, by and through its Coca-Cola North America division.
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December 15, 2011

Coca-Cola Bottling Co. Consolidated  
Attn: Mr. James E. Harris  
Senior Vice President and Chief Financial Officer  
4100 Coca-Cola Plaza  
Charlotte, NC 28211

Re: Amendment No. 2 to Incidence Pricing Agreement

This letter agreement confirms our agreement to amend the Incidence Pricing Agreement between Coca-Cola Bottling Co. Consolidated and The Coca-Cola Company, Coca-Cola North America Division, dated as of March 16, 2009 (the "Pricing Agreement").

Pursuant to this letter agreement, the first sentence of paragraph 2 of the Pricing Agreement is deleted in its entirety and replaced with the following sentence:

"The Program shall be for a minimum of five years beginning on January 1, 2009, and shall end on December 31, 2013, unless terminated earlier by either party as permitted herein or renewed or extended by mutual written agreement of the parties (the "Term")."

If this letter accurately sets forth our understanding and agreement, please sign below and return one copy to the undersigned for our files. This Amendment No. 2 to the Pricing Agreement shall be effective as of the date agreed to by Coca-Cola Bottling Co. Consolidated.

Sincerely,

/s/ Brian Hannafey

Brian Hannafey  
Vice President, Franchise Relations Finance  
Coca-Cola North America

AGREED this 20<sup>th</sup> day of December, 2011:

Coca-Cola Bottling Co. Consolidated

By: /s/ James E. Harris

Printed Name: James E. Harris

Title: CFO

Classified - Highly Restricted