

COCA COLA BOTTLING CO CONSOLIDATED /DE/

Form 8-K

December 10, 2007

**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):

December 6, 2007

**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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year End.**

On December 6, 2007, the Board of Directors of Coca-Cola Bottling Co. Consolidated (the Company) voted to amend Sections 1, 2 and 4 of Article VII of the Amended and Restated By-laws of the Company to expressly allow for the issuance and transfer of uncertificated shares of the Company's capital stock. The amendments were adopted in response to Rule 4350(l) of The NASDAQ Stock Market, LLC (NASDAQ), which requires all NASDAQ listed companies to be eligible for the Direct Registration System. The Amended and Restated By-laws of the Company are attached as Exhibit 3.1 hereto and are incorporated herein by reference.

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

(d) Exhibits.

3.1 Amended and Restated By-Laws of Coca-Cola Bottling Co. Consolidated.

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**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: December 10, 2007

BY: /s/ Steven D. Westphal

Steven D. Westphal  
Principal Financial Officer of the Registrant  
and  
Senior Vice President and Chief Financial Officer

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**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

3.1            Amended and Restated By-Laws of Coca-Cola Bottling Co. Consolidated.