
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

COCA-COLA EUROPEAN PARTNERS PLC
(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation or organization)

98-1267571
(I.R.S. Employer
Identification No.)

Pemberton House, Bakers Road
Uxbridge, UB8 1EZ, United Kingdom
+44 (0)1895 231 313
(Address and telephone number of registrant's principal executive offices)

Coca-Cola Enterprises, Inc, 2010 Incentive Award Plan
(Full title of the plans)

The Corporation Trust Company
Corporate Trust Center
1209 Orange St.
Wilmington, DE 19801
(Name and Address of Agent For Service)

(518) 453-2130
(Telephone number, including area code, of agent for service)

Copies to:
John J. Cannon III, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
(212) 848-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Title of Plan	Amount to be registered⁽¹⁾	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee
Ordinary Shares, nominal value €0.01 per share	Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan (the “Plan”)	200,000	\$55.09	\$11,018,000	\$1,335.38

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional Ordinary Shares, nominal value €0.01 per share (“Ordinary Shares”), of Coca-Cola European Partners plc, formerly known as Spark Orange Limited and Coca-Cola European Partners Limited (the “Registrant”), which may be offered and issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.
- (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined on the basis of the average of the high and low market prices of the Ordinary Shares as reported on the New York Stock Exchange on September 9, 2019.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement covers an additional 200,000 shares of Ordinary Shares that maybe offered pursuant to the Plan. The contents of the Registrant's Registration Statement on Form F-4 as amended by the Post-Effective Amendment No. 1 on Form S-8 filed on June 1, 2016 (File No. 333-208556) ("Previous Form S-8"), including periodic reports that the Registrant filed after the Previous Form S-8 to maintain current information about the Registrant, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8, except to the extent superseded by the items set forth in Part II below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We hereby incorporate, or will be deemed to have incorporated, herein by reference the following documents:

(a) the Registrant's Form 20-F for the fiscal year ended December 31, 2018 (File No. 001-37791), filed on March 14, 2019;

(b) the description of the Registrant's Ordinary Shares, registered under Section 12 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), contained in "Item 9. The Offer and Listing" and "Item 10. Additional Information," respectively, of the Form 20-F described in, and incorporated by reference in, paragraph (a) above;

(c) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the date of the document referred to in paragraph (a) above; and

(d) all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the Ordinary Shares registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with SEC rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3	Articles of Association of Coca-Cola European Partners plc (formerly known as Spark Orange Limited and Coca-Cola European Partners Limited) (incorporated by reference to Exhibit 99.1 to Coca-Cola European Partners plc's Form 6-K filed with the Securities Exchange Commission on May 30, 2019)
4.1	The Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan (As Amended Effective February 7, 2012) (incorporated by reference to Exhibit 99.1 to Coca-Cola Enterprises Inc.'s Current Report on Form 8-K filed on February 9, 2012)
5	Opinion of Shearman & Sterling LLP regarding legality*
23.1	Consent of Shearman & Sterling LLP (included in the opinion filed as Exhibit 5)*
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm of Coca-Cola European Partners plc*
24	Power of Attorney (included on the signature page hereof)*

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, United Kingdom, on this 10th day of September, 2019.

COCA-COLA EUROPEAN PARTNERS PLC

By: /s/ Clare Wardle

Clare Wardle

General Counsel and Company Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Clare Wardle as his or her attorney-in-fact and agent, to sign one or more registration statements on Form S-8 and any or all amendments (including post-effective amendments) to such registration statements in connection with the registration under the U.S. Securities Act of 1933, as amended, of ordinary shares of Coca-Cola European Partners plc pursuant to the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting to said attorney-in-fact and agent full power and authority to perform any act in connection with any of the foregoing as fully to all intents and purposes as he or she might do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. Each attorney-in-fact and agent is hereby granted full power of substitution and revocation with respect hereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on September 10, 2019.

Name	Title
<u>/s/ Damian Gammell</u> Damian Gammell	(Principal Executive Officer); Director
<u>/s/ Manik H. Jhangiani</u> Manik H. Jhangiani	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Sol Daurella</u> Sol Daurella	Chairman and Director
<u>/s/ Jan Bennink</u> Jan Bennink	Director
<u>/s/ José Ignacio Comenge Sánchez-Real</u> José Ignacio Comenge Sánchez-Real	Director
<u>/s/ Francisco Crespo Benítez</u> Francisco Crespo Benítez	Director
<u>/s/ Christine Cross</u> Christine Cross	Director

<u>/s/ Irial Finan</u> Irial Finan	Director
<u>/s/ Javier Ferrán</u> Javier Ferrán	Director
<u>/s/ Nathalie Gaveau</u> Nathalie Gaveau	Director
<u>/s/ Álvaro Gómez-Trénor Aguilar</u> Álvaro Gómez-Trénor Aguilar	Director
<u>/s/ Orrin H. Ingram II</u> Orrin H. Ingram II	Director
<u>/s/ Thomas H. Johnson</u> Thomas H. Johnson	Director
<u>/s/ Dagmar Kollmann</u> Dagmar Kollmann	Director
<u>/s/ Alfonso Líbano Daurella</u> Alfonso Líbano Daurella	Director
<u>/s/ Lord Mark Price</u> Lord Mark Price	Director
<u>/s/ Mario Rotllant Solá</u> Mario Rotllant Solá	Director
<u>/s/ Garry Watts</u> Garry Watts	Director
<u>/s/ Joyce King-Lavinder</u> Joyce King-Lavinder Vice President Tax	Authorized Representative in the United States

SHEARMAN & STERLING LLP

9 Appold Street
London EC2A 2AP
+44.20.7655.5000

EXHIBIT 5

10 September 2019

Coca-Cola European Partners plc (the "**Company**")
Pemberton House
Bakers Road
Uxbridge
UB8 1EZ

Dear Sirs,

Registration Statement on Form S-8

1. INTRODUCTION

We have acted as English law legal advisors to the Company solely in relation to the delivery of this letter as to matters of English law in connection with the Registration Form on S-8 (the "**Registration Statement**") to be filed on the date of this Opinion Letter with the Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933 (as amended) (the "**Securities Act**") in connection with The Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan (as amended effective 7 February 2012) (the "**2010 Plan**"). We have not been involved in the preparation or any legal review of the 2010 Plan or with investigating or verifying any of the facts set out in the Registration Statement. We have taken instructions with respect to the opinion provided by us in this letter, solely from the Company.

2. DEFINED TERMS AND CONSTRUCTION

- 2.1 Terms defined or having a specified construction in the Registration Statement have the same meanings when used in this Opinion Letter, unless otherwise defined in this Opinion Letter (including in Schedule 1).
- 2.2 Headings in this Opinion Letter are for ease of reference only and shall not affect its interpretation.
- 2.3 A reference in this Opinion Letter to any enactment of law is a reference to that enactment as amended or re-enacted prior to the date of this Opinion Letter.

3. DOCUMENTS EXAMINED AND SEARCHES

- 3.1 For the purposes of this Opinion Letter, we have examined the documents listed in Schedule 1.

SHEARMAN.COM

We operate in the UK and Italy as Shearman & Sterling (London) LLP, a limited liability partnership organised in the United States under the laws of the state of Delaware, which laws limit the personal liability of partners. Shearman & Sterling (London) LLP is authorised and regulated by the Solicitors Regulation Authority (firm SRA number 211340). A list of all partners' names, which includes solicitors and registered foreign lawyers, is open for inspection at the above address. Each partner of Shearman & Sterling (London) LLP is also a partner of Shearman & Sterling LLP.

3.2 On 10 September, 2019 we carried out a company search of the Company's records held at the Companies Registry, Cardiff, which revealed no order or resolution for the winding-up and no notice of the appointment of a receiver or administrator of any Company. This search would not, however, reveal the presentation of a winding-up petition (the "**Company Search**"). We also made a telephone enquiry to the Insolvency and Companies List (formerly known as the Companies Court) in London at 11:13 am on 10 September, 2019 which informed us that it has on its Central Registry of Winding Up Petitions no record of the presentation of any compulsory winding-up petitions or of any application or order, or of any notice of intention to appoint or notice of appointment of an administrator relating to the Company filed with the court (the "**Winding up Search**").

3.3 The documents, records and searches referred to above are the only documents and records we have examined and the only searches we have carried out for the purposes of this Opinion Letter.

4. **LIMITATIONS TO OPINION**

4.1 We have not investigated the laws of any country other than England, and we assume that (a) no foreign law and (b) no directive or regulation or ruling of the European Commission or the European Court of Justice (save to the extent incorporated into English law) affects any of the conclusions stated below. This Opinion Letter is given only with respect to English law as applied by the English courts and published and in effect as at today's date and we expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this Opinion Letter that may affect the opinions expressed herein. This Opinion Letter is governed by English law. Any non-contractual obligations and any other matters arising out of or in connection with this Opinion Letter are governed by English law.

4.2 We are not qualified to give accountancy advice and accordingly this Opinion Letter should not be taken as providing any such advice.

4.3 We express no opinion as to matters of fact.

4.4 The opinions given in this Opinion Letter are strictly limited to the matters stated in paragraph 6 (*Opinion*) and do not extend to any other matters.

5. **ASSUMPTIONS**

In giving the opinions in this Opinion Letter, we have assumed:

5.1 the genuineness of all signatures, stamps and seals upon all documents submitted to us;

5.2 the authenticity and completeness of all documents submitted to us (whether as originals or copies and whether in electronic form or otherwise) and that such documents remain up-to-date;

5.3 that all copy documents submitted to us are complete and conform to the originals;

5.4 that the documents to which we refer in this Opinion Letter remain accurate, complete and up-to-date and have not been varied and the statements made in such certificates are accurate, complete and up-to-date;

5.5 that the information revealed by the Company Search was and remains complete, accurate and up to date in all respects as at the date of this letter and has not since the time of such Company Search been altered or added to;

5.6 that the information revealed by our Winding up Search was accurate in all respects and has not since the time of such Winding up Search been altered;

5.7 that no additional matters would have been disclosed by searches at the Companies Registry or the Companies Court being carried out since the carrying out of the searches and enquiries referred to in paragraph 3.2 above which would affect the opinion stated below, that there has been no alteration in the status or condition of the Company disclosed by such searches and that the particulars disclosed by our searches and enquiries are true, accurate, complete and up to date. The searches may be unreliable. In particular, without limitation, they are not conclusively capable of disclosing whether or not insolvency proceedings have been commenced in England nor do they indicate whether or not insolvency proceedings have begun elsewhere;

- 5.8 that no step has been taken to wind up, strike off or dissolve the Company or appoint an administrator or receiver or nominee or supervisor in respect of a company voluntary arrangement or similar official in respect of the Company or any of its assets or revenues or to obtain a moratorium which has not been revealed by our searches referred to above;
- 5.9 that the Ordinary Shares, before allotment or issue, will be fully paid up in accordance with the Companies Act 2006;
- 5.10 that the term "non-assessable", which has no recognised meaning in English law, for the purposes of this letter means that, under the Companies Act 2006, the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of the Ordinary Shares, no holder of such Ordinary Shares is liable, solely because of such holder's status as a holder of such Ordinary Shares, for additional assessments or calls for further funds by the Company or any other person;
- 5.11 that the resolutions of the board of directors of the Company (the "**Board Resolutions**") and the resolution of the SSIC (the "**SSIC Resolution**"), all referred to in Schedule 1 were validly passed (at a duly convened, constituted and quorate meeting of duly appointed directors of the Company (or members of the SSIC, as the case may be) and such directors have disclosed all their relevant interests in the transactions contemplated by the Registration Statement in accordance with the Companies Act 2006 and the constitution of the Company and none of the directors of the Company has an interest in such transactions that is not permitted by the Companies Act 2006 and the constitution of the Company) and that the resolutions so passed and the authorisations given constitute all resolutions and authorisations of the board of directors of the Company and of the SSIC with respect to the allotment and issuance of the Ordinary Shares pursuant to and in accordance with the 2010 Plan and remain in full force and effect without modification;
- 5.12 that in resolving to allot, and to authorise and empower the SSIC to allot, the Ordinary Shares, the directors of the Company have acted in good faith to promote the success of the Company for the benefit of its members as a whole and have exercised their powers *bona fide* to promote such success and for proper purposes and otherwise in accordance with their duties under all applicable laws and the constitution of the Company and that the directors have otherwise complied with their duties as directors in so far as relevant to this Opinion Letter;
- 5.13 that the SSIC has carried out and will carry out the functions assigned to it by the Board Resolutions in connection with the allotment and issuance of Ordinary Shares in accordance with the requirements of the Board Resolutions (including, without limitation, the limits on the number of Ordinary Shares that may be allotted and/or issued by the SSIC);
- 5.14 that the names of the appropriate persons will be entered in the Company's register of members upon allotment of the Ordinary Shares;
- 5.15 that (i) the Company has not made any proposal for a voluntary arrangement or obtained a moratorium under Part I of the Insolvency Act 1986, (ii) the Company has not given any notice in relation to or passed any winding-up resolution, (iii) no application has been made or petition presented to a court, and no order has been made by a court, for the winding-up or administration of the Company, and no step has been taken to strike off or dissolve the Company, (iv) no liquidator, administrator, receiver, administrative receiver, trustee in bankruptcy or similar officer has been appointed in relation to the Company or any of its assets or revenues, and no notice has been given or filed in relation to the appointment of such an officer, and (v) no analogous procedure has been commenced in any jurisdiction outside England and Wales in relation to the Company or any of its assets or revenues;
- 5.16 that the performance of each obligation under the 2010 Plan is not illegal or contrary to public policy in any place outside England or Wales in which that obligation is to be performed;
- 5.17 that all acts, conditions or things to be fulfilled, performed or effected in connection with the 2010 Plan under the laws of any jurisdiction other than England and Wales have been duly fulfilled, performed and effected;
- 5.18 that the 2010 Plan is in force, was validly adopted by the Company and has been and will be operated in accordance with its terms;
- 5.19 that the Ordinary Shares will be issued in accordance with the rules of the 2010 Plan and the requirements of the Board Resolutions and the SSIC Resolution;
- 5.20 that the provisions of section 682 of the Companies Act 2006 will apply to the allotment and issue of Ordinary Shares pursuant to and in accordance with the 2010 Plan;

- 5.21 that the 2010 Plan is an "employees' share scheme" for the purposes of section 1166 of the Companies Act 2006;
- 5.22 that none of the holders of the Company's Ordinary Shares has received or will receive any dividends or distribution which constitute an unlawful distribution pursuant to common law or the Companies Act 2006 (as applicable);
- 5.23 that there is no actual or implied additional contractual relationship between the Company and the holders of the Ordinary Shares, except for any contract of employment, the Company's Articles of Association and the 2010 Plan; and
- 5.24 that all acts, conditions or things required to be fulfilled, performed or effected in connection with the Ordinary Shares under the laws of any jurisdiction other than England have been duly fulfilled, performed and effected.

6. **OPINION**

Based upon the foregoing and subject to any matters not disclosed to us and to the qualifications set out below, we are of the opinion that at the date hereof the Ordinary Shares to be issued by the Company pursuant to and in accordance with the SSIC Resolution and the 2010 Plan when so issued will be validly issued, fully-paid and non-assessable.

7. **QUALIFICATIONS**

The opinions in this Opinion Letter are subject to the qualifications and reservations set out below.

- 7.1 The Company Search is not capable of revealing conclusively whether or not:

- (a) a winding-up order has been made or a resolution passed for the winding up of the Company;
- (b) an administration order has been made; or
- (c) a receiver, administrative receiver, administrator or liquidator has been appointed,

since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, there may be a delay in the relevant notice appearing on the file of the company concerned.

In addition, the Company Search is not capable of revealing, prior to the making of the relevant order or the appointment of an administrator otherwise taking effect, whether or not a winding-up petition or an application for an administration order has been presented, or whether or not any documents for the appointment of, or notice of intention to appoint, an administrator under paragraphs 14 or 22 of Schedule B1 to the Insolvency Act 1986 has been filed with the court.

- 7.2 The Winding up Search relates only to the presentation of (i) a petition for the making of a winding-up order or the making of a winding-up order by a court, (ii) an application to the High Court of Justice in London for the making of an administration order and the making by such court of an administration order, and (iii) a notice of intention to appoint an administrator or a notice of appointment of an administrator filed at the High Court of Justice in London. It is not capable of revealing conclusively whether or not such a winding-up petition, application for an administration order, notice of intention or notice of appointment has been presented or winding-up or administration order granted, because:

- (a) details of a winding-up petition or application for an administration order may not have been entered on the records of the Central Registry of Winding Up Petitions immediately;
- (b) in the case of an application for the making of an administration order and such order and the presentation of a notice of intention to appoint or notice of appointment, if such application is made to, order made by or notice filed with, a court other than the High Court of Justice in London, no record of such application, order or notice will be kept by the Central Registry of Winding Up Petitions;
- (c) a winding-up order or administration order may be made before the relevant petition or application has been entered on the records of the Central Registry of Winding Up Petitions, and the making of such order may not have been entered on the records immediately;
- (d) details of a notice of intention to appoint an administrator or a notice of appointment of an administrator under paragraphs 14 and 22 of Schedule B1 of the Insolvency Act 1986 may not be entered on the records immediately (or, in the case of a notice of intention to appoint, at all); and

(e) with regard to winding-up petitions, the Central Registry of Winding Up Petitions may not have records of winding-up petitions issued prior to 1994.

7.3 Insofar as any obligation under the 2010 Plan is to be performed in any jurisdiction other than England and Wales, an English Court may have to have regard to the law of that jurisdiction in relation to the manner of performance and the steps to be taken in the event of defective performance.

7.4 We express no opinion as to whether specific performance, injunctive relief or any other form of equitable remedy would be available in respect of any obligation of the Company under or in respect of the 2010 Plan.

7.5 The obligations of the Company and the remedies available to the Company or participants in the 2010 Plan will be subject to any law from time to time in force relating to liquidation or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.

7.6 We have not been responsible for verifying the accuracy of the information or the reasonableness of any statements of opinion contained in the Registration Statement other than Exhibit 5, nor have we been responsible for verifying that no material information has been omitted from the Registration Statement. In addition, we express no opinion as to whether the Registration Statement (or any part of it) contained or contains all the information required to be contained in it or whether the persons responsible for the Registration Statement have discharged their obligations thereunder.

8. **CONSENT TO FILING**

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our firm included or made a part of the Registration Statement in respect thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules or regulations promulgated thereunder.

Yours faithfully,

/s/ Shearman & Sterling (London) LLP

Shearman & Sterling (London) LLP

SCHEDULE 1

List of Documents Examined

Resolutions and corporate and other documents of the Company

1. Certified copy resolutions of the board of directors of the Company dated:
 - 1.1 28 April 2016, approving, among other things, the establishment of a Special Share Issue Committee (the "**SSIC**") empowered to allot and issue Ordinary Shares under the 2010 Plan (and certain other equity compensation plans of the Company),
 - 1.2 1 June 2016, fixing limits on the number of Ordinary Shares that may be allotted and issued by the SSIC under equity compensation plans of the Company, and
 - 1.3 12 December 2017, approving terms of reference for the SSIC.
2. A certified copy of a resolution of the SSIC dated 25 October 2017 resolving to allot and issue certain Ordinary Shares to certain individuals under the 2010 Plan and a Long-Term Incentive Plan of the Company.
3. Certified copies of the Company's Certificates of Incorporation, of Change of Name and of Re-registration of a Private Company as a Public Company and Articles of Association.
4. A copy of the Registration Statement to be filed with the SEC on the date of this Opinion Letter

Please note that we have reviewed only pdf copies of the above documents for the purposes of this Opinion Letter.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan of Coca-Cola European Partners plc of our reports dated March 14, 2019, with respect to the consolidated financial statements of Coca-Cola European Partners plc and the effectiveness of internal control over financial reporting of Coca-Cola European Partners plc included in its Annual Report (Form 20-F) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
London, United Kingdom
September 10, 2019