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

FORM F-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

COCA-COLA EUROPEAN PARTNERS PLC

(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant name into English)

England and Wales

(State or other jurisdiction of incorporation or organization)

2086

(Primary Standard Industrial Classification Code Number)

98-1267571

(I.R.S. Employer Identification Number)

c/o Jordans Limited
20-22 Bedford Row,
London, WC1R 4JS
+44 (0)20 7400 3333

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Puglisi & Associates
850 Library Avenue
Suite 204
Newark, DE 19711
(302) 738-6680

Attention: Service of Process Department

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Helene R. Banks, Esq.
Cahill Gordon & Reindel LLP
80 Pine Street
New York, New York 10005
(212) 701-3000

Eric S. Shube, Esq.
Allen & Overy LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 610-6366

Matthew P. Salerno, Esq.
Grant M. Binder, Esq.
Cleary Gottlieb Steen & Hamilton LLP One
Liberty Plaza
New York, New York 10006
(212) 225-2742

Approximate date of commencement of proposed sale of the securities to the public: As promptly as practicable after the effective date of this registration statement and the satisfaction or waiver of all other conditions to the closing of the transactions described therein.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-208556

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Ordinary shares, nominal value €0.01 per share	11,400,000	N/A	\$415,872,000	\$41,878.31

- (1) This Registration Statement relates to the registration statement on Form F-4 filed by the Registrant (Registration No. 333-208556) which was filed on December 15, 2015 and declared effective by the Securities and Exchange Commission on April 11, 2016 (the “**Prior Registration Statement**”) relating to the ordinary shares of the Registrant, nominal value €0.01 per share (the “**Orange Shares**”), to be issued to holders of the common stock (the “**CCE Common Stock**”) of Coca-Cola Enterprises, Inc. (“**CCE**”), pursuant to the Merger Agreement, dated as of August 6, 2015, by and among CCE, Coca-Cola European Partners plc (formerly known as Spark Orange Limited) (“**Orange**”), Orange U.S. HoldCo, LLC (“**US HoldCo**”) and Orange MergeCo, LLC (“**MergeCo**”). This Registration Statement covers 11,400,000 additional Orange Shares issuable upon the completion of the Merger described in the Prior Registration Statement. In connection with the filing and amendment of the Prior Registration Statement, 234,847,336 Orange Shares were registered with the Securities and Exchange Commission (the “**Commission**”). The maximum number of Orange Shares estimated to be issuable upon the closing of the Merger is 246,247,336.
- (2) Estimated solely for the purpose of calculating the registration fee. The registration fee is required by Section 6(b) of the Securities Act (as defined herein), and computed pursuant to Rules 457(f) and 457(c) under the Securities Act. Pursuant to Rule 457(f) under the Securities Act, the proposed maximum aggregate offering price of the Orange Shares covered hereby is equal to \$415,872,000, which was determined by multiplying (i) 11,400,000, the estimated number of additional Orange Shares covered by this Registration Statement to be exchanged for shares of CCE Common Stock, by (ii) \$50.98, the average of the high and low prices for the CCE Common Stock as reported on the NYSE on May 26, 2016 and subtracting (iii) \$165,300,000, the estimated amount of cash to be paid by Orange to CCE Shareholders in connection with the additional Orange Shares (as defined in the Initial Registration Statement) covered hereby in the Merger.
- (3) Calculated by multiplying the estimated aggregate offering price of the securities to be registered by 0.0001007.

This Registration Statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to General Instruction H of Form F-4 and Rule 462(b) of the Securities Act of 1933, as amended, for the sole purpose of registering an additional 11,400,000 Orange Shares estimated to be issuable upon exercise of options to holders of options to purchase the CCE Common Stock that will convert into options exercisable for Orange Shares upon the closing of the Merger (each as defined in the Prior Registration Statement). This registration statement incorporates by reference the contents of the Prior Registration Statement on Form F-4 (Registration No. 333-208556), which was declared effective on April 11, 2016 including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England, on May 27, 2016.

COCA-COLA EUROPEAN PARTNERS PLC

By: /s/ Irial Finan
Name: Irial Finan
Title: Director

By: /s/ Garry Watts
Name: Garry Watts
Title: Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 27, 2016.

Signature

/s/ Garry Watts
Garry Watts

/s/ Donald J. Puglisi
Donald J. Puglisi
Managing Director
Puglisi & Associates

Title

Director (principal executive officer, principal accounting officer and principal financial officer)

Authorized Representative in the United States

EXHIBIT INDEX

All exhibits filed with or incorporated by reference in the Prior Registration Statement (File No. 333-208556), as amended, are incorporated by reference into, and shall be deemed part of, this Registration Statement. In addition, the following exhibits are filed herewith:

- (5) Opinion of Slaughter and May regarding legality
- (23.1) Consent of Slaughter and May (included in the opinion filed as Exhibit (5))

[Slaughter and May Letterhead]

27 May 2016

Your reference

Our reference
PJC/JSCODirect line
+44(0)20 7090 3415

Coca-Cola European Partners plc

20-22 Bedford Row
London
WC1R 4JS

Dear Sirs

Coca-Cola European Partners plc (the “Company”).

We have acted as legal advisers to the Company, solely in relation to the delivery of this letter and Coca-Cola Enterprises, Inc. (“CCE”), as to English law in connection with a strategic combination of the respective businesses of CCE, a Delaware corporation, Coca-Cola Erfrischungsgetränke GmbH, a company registered in the commercial register of the local court (*Amtsgericht*) of Berlin Charlottenburg and Coca-Cola Iberian Partners S.A.U., a Spanish limited liability company in the form of a *sociedad anónima* (the “**Merger**”). We have taken instructions solely from CCE and in respect of the delivery of this letter, from the Company.

This letter is delivered in connection with the registration statement of the Company on Form F-4 (the “**Registration Statement**”) filed with the United States Securities and Exchange Commission on 27 May 2016.

Unless otherwise defined in this letter, expressions defined in the Registration Statement or in the Schedule to this letter have the same meanings when used in this letter.

For the purposes of this letter, we have examined copies of the documents and carried out the Searches mentioned in the Schedule.

This letter sets out our opinion on certain matters of English law as at today’s date and as currently applied by the English courts. We express no opinion on European Union law as it affects or would be applied in any jurisdiction other than England and Wales. We have not made any investigation of, and do not express any opinion on, any other law. This letter is to be governed by and construed in accordance with English law.

SJ Cooke	SP Hall	SD Warnakulasuriya	PJ Cronin	MJ Tobin	T Pharoah	JP Stacey	MJM Cox	Authorised and
SM Edge	RC Stern	DA Wittmann	BJ-PF Louveaux	DG Watkins	MD Zerdin	LJ Wright	RCT Jeens	regulated by
NPG Boardman	A Beare	TS Boxell	E Michael	BKP Yu	RL Cousin	JP Clark	V MacDuff	the Solicitors
PFJ Bennett	JD Boyce	SJ Luder	RR Ogle	EC Brown	BJ Kingsley	WHJ Ellison	PL Mudie	Regulation
CM Horton	MEM Hattrell	AJ McClean	PC Snell	RA Chaplin	IAM Taylor	AM Lyle-Smythe	OI Storey	Authority Firm
PP Chappatte	N von Bismarck	JC Twentyman	JC Putnis	J Edwarde	DA Ives	SC Macknay	DM Taylor	SRA number
F Murphy	PWH Brien	GN Eaborn	HL Davies	AD Jolly	MC Lane	A Nassiri	RJ Todd	55388
PH Stacey	JM Fenn	AC Johnson	RA Sumroy	S Maudgil	LMC Chung	DE Robertson	WJ Turtle	
CWY Underhill	SR Galbraith	STM Lee	JC Cotton	JS Nevin	RJ Smith	TA Vickers	OJ Wicker	
OA Wareham	NDF Gray	DR Johnson	RJ Tumill	JA Papanichola	MD’AS Corbett	RA Innes		
RJ Clark	SRB Powell	S Middlemiss	WNC Watson	JM Zaman	PIR Dickson	CP McGaffin		
DL Finkler	AG Ryde	RA Swallow	CNR Jeffs	RA Byk	IS Johnson	CL Phillips		
MD Bennett	JAD Marks	CS Cameron	SR Nicholls	GA Miles	RM Jones	SVK Wokes		
RD de Carle		CA Connolly		GE O’Keefe	EJ Fife	NSA Bonsall		

For the purposes of this letter, we have assumed:-

- (A) the conformity to original documents of all copy (including electronic copy) documents examined by us;
- (B) that all signatures on the executed documents which, or copies of which, we have examined are genuine;
- (C) that the copy of the Memorandum and Articles of Association of the Company (the “**Current Articles of Association**”) examined by us is complete and up to date and would, if issued today, comply, as respects the Articles of Association, with section 36 of the Companies Act 2006;
- (D) that the copy of the Articles of Association approved by the Board of Directors of the Company on 17 May 2016 and proposed to be adopted on the effective date of the Merger (the “**Orange Articles of Association**”) reviewed by us is accurate and will be adopted without amendment by no later than immediately prior to the Merger becoming effective;
- (E) that the written resolutions referred to in paragraphs 4, 5 and 6 of Schedule 1 were validly entered into and duly passed and the resolutions passed and the authorisations given have not subsequently been amended, revoked, rescinded or suspended;
- (F) that the minutes referred to in each of paragraph 7 and paragraph 8 of Schedule 1 truly record the proceedings of a duly convened, constituted, conducted and quorate meeting of the sole shareholder of the Company and the resolutions passed and authorisations given at that meeting have not subsequently been amended, revoked, rescinded or superseded (save as expressly appearing from the minutes referred to in paragraph 8);
- (G) each director of the Company has disclosed or will disclose at or prior to the date of allotment of the Orange Shares any interest which he or she may have in the Merger, and any potential conflicts such directors have in respect of the Merger have been approved, in each case in accordance with the provisions of the Companies Act 2006 and the Current Articles of Association and none of the directors has any interest in the Merger except to the extent permitted by the Current Articles of Association;
- (H) in resolving to issue the Orange Shares, the directors of the Company will act in good faith to promote the success of the Company for the benefit of its members as a whole and in accordance with any other duty breach of which could give rise to such transactions being avoided;
- (I) at or prior to the date of allotment of the Orange Shares, no other shares of the Company will have been allotted, and no rights to subscribe for or to convert any security of the Company into shares of the Company have been granted, pursuant to the authorities referred to in this opinion other than the Orange Shares to be issued by the Company in connection with the Merger;

-
- (J) that the names of the appropriate persons will be entered in the Company's register of members upon allotment of the Orange Shares;
 - (K) that (i) the information disclosed by the Searches described in the Schedule at the time each was conducted, was complete, up to date and accurate and has not since then been altered or added to and (ii) the Searches did not fail to disclose any information relevant for the purposes of this opinion;
 - (L) 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;
 - (M) that the directors of the Company have complied with their duties as directors in so far as relevant to this opinion letter;
 - (N) that the Coca-Cola European Partners Plc Long-Term Incentive Plan is an "employees' share scheme" for the purposes of section 1166 of the Companies Act 2006;
 - (O) that any subordinate legislation made under the European Communities Act 1972 and relevant to this opinion is valid in all respects; and
 - (P) all acts, conditions or things required to be fulfilled, performed or effected in connection with the Orange Shares under the laws of any jurisdiction other than England have been duly fulfilled, performed and effected.

Based on and subject to the foregoing and subject to the reservations mentioned below and to any matters not disclosed to us, we are of the following opinion:-

The Orange Shares when allotted by the Company in conformity with the Orange Articles of Association will have been duly created, their issue duly authorised and, upon the Company's receipt of the consideration therefor will be validly issued, fully paid and non-assessable. In this context, "non-assessable" means that the holder of an Orange Share is not liable, solely because he is a holder of an Orange Share, for additional assessments or calls on the share by the Company or its creditors.

Our reservations are as follows:-

- (A) 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 and the section under the heading “Enforceability of Civil Liabilities – England”), or that no material information has been omitted from it. 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.
- (B) The Searches are not conclusive as to whether or not insolvency proceedings have been commenced in relation to the Company or any of its assets. For example, information required to be filed with the Registrar of Companies or the Central Registry of Winding up Petitions is not in all cases required to be filed immediately; once filed, the information may not be made publicly available immediately (or at all); information filed with a District Registry or County Court may not, and in the case of administrations will not, become publicly available at the Central Registry; and the Searches may not reveal whether insolvency proceedings have been commenced in jurisdictions outside England and Wales.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the sections under the headings “Legal Matters”, “Enforceability of Civil Liabilities” and “Exhibits and Financial Statement Schedules” in the Registration Statement. In giving this consent we do not admit that we are “experts” under the Securities Act of 1933 or the rules and regulations of the United States Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion.

This opinion is provided to you in connection with the Registration Statement. We have not advised anyone other than the Company and CCE (a “**third party**”) in connection with the issue of the Orange Shares, and are under no obligation to do so. Nothing in this letter nor the delivery of it to a third party shall create or constitute a solicitor-client relationship between us and a third party, nor prevent us from advising and representing the Company or any of its affiliates from time to time in relation to any matters in connection with the issue of the Orange Shares or any related or unrelated matter.

Yours faithfully

/s/ Slaughter and May

SCHEDULE

1. A copy of the Registration Statement filed with the Securities and Exchange Commission on the date hereof.
2. A copy of the Current Articles of Association (together with the resolutions and agreements filed at Companies House under section 30 of the Companies Act 2006).
3. A copy of the draft of the Orange Articles of Association dated approved by the Board of Directors of the Company on 17 May 2016 and proposed to be adopted on the effective date of the Merger.
4. A copy of the written resolutions of the Board of Directors of the Company passed on 28 April 2016, certified to be a true copy and as being in full force and effect by the secretary of the Company.
5. A copy of the written resolutions of the sole shareholder of the Company passed on 28 April 2016, certified to be a true copy and as being in full force and effect by the secretary of the Company.
6. A copy of the written resolutions of the Board of Directors of the Company passed on 17 May 2016, certified to be a true copy and as being in full force and effect by the secretary of the Company.
7. A copy of the minutes of a general meeting of the sole shareholder of the Company held on 17 May 2016, certified to be a true copy and as being in full force and effect by the secretary of the Company.
8. A copy of the minutes of a general meeting of the sole shareholder of the Company held on 26 May 2016, certified to be a true copy and as being in full force and effect by the secretary of the Company.
9. The results of (i) a search at the Registrar of Companies in respect of the Company on 27 May 2016; and (ii) a telephone search at the Central Registry of Winding-Up Petitions in respect of the Company on 27 May 2016, together the “**Searches**”.