

**BNY MELLON**

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**FACSIMILE TRANSMITTAL SHEET**

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**TO:**

ASX

**FROM:**

Nicholas Darrow

**DATE:**

12/12/2013

Shareholder Disclosures

**FAX NUMBER:**

From Overseas -

+61 2 9778 0999/ +61 29347 0005

Coca-Cola Amatil Limited

Attn: Investor Relations

**TOTAL NO. OF PAGES INCLUDING  
COVER:**

4

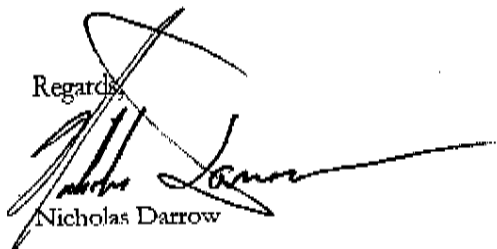
*Deliver Via Email Pending Issuer  
Providing Desired Fax Number***RE:**Coca-Cola Amatil Limited - Amended  
form 603

Attached is a Form 603, shareholder notification, regarding Coca-Cola Amatil Limited for The Bank of New York Mellon Corporation.

This is our initial filing reflecting an interest of 5.05%. Please note that the average price field has been completed, leading to the need for this amended disclosure.

Please let me know if you have any questions.

Regards,

  
Nicholas Darrow

**Form 603**Corporations Act 2001  
Section 671B**Amended Notice of initial substantial holder**To Company Name/Scheme COCA-COLA AMATIL LIMITEDACN/ARSN 004139397**1. Details of substantial holder (1)**

Name

The Bank of New York Mellon Corporation (See Annexure A)

ACN/ARSN (if applicable)

The holder became a substantial holder on 10 December 2013**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Common Shares	38,570,591	38,570,591	5.05%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
The Bank of New York Mellon Corporation (See Annexure A)	Share Acquisition	Common Shares 38,570,591

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
The Bank of New York Mellon Corporation (See Annexure A)	The Bank of New York Mellon Corporation (See Annexure A)	The Bank of New York Mellon Corporation (See Annexure A)	Common Shares 38,570,591

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
The Bank of New York Mellon Corporation (See Annexure A)	Last four months	12.03 AUD per share		Common Shares 38,570,591

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
	(See Annexure A)

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
The Bank of New York Mellon Corporation	One Wall Street, New York, NY 10286 USA

**Signature**

print name Nicholas R. Darrow capacity Senior Vice President  
 sign here  date 12 December 2013

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
  - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
  - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100. (7)
- Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

## This is Annexure A of 2 pages referred to in Form 603 Notice of initial substantial holder

**Relevant interest in COCA-COLA AMATIL LIMITED ("CCL") held by members of Bank of New York Mellon Corporation**

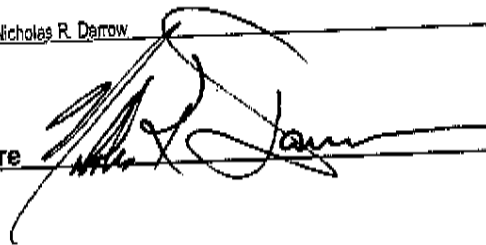
The list of Bank of New York Mellon Corporation entities and their holdings are as follows:

CCL	COCA-COLA AMATIL LIMITED	670,112	0.0878%	The Bank of New York Mellon
CCL	COCA-COLA AMATIL LIMITED	8,937	0.0012%	BNY Mellon Service Kapitalanlage- Gesellschaft mbH
CCL	COCA-COLA AMATIL LIMITED	5,996,089	0.7852%	The Dreyfus Corporation
CCL	COCA-COLA AMATIL LIMITED	1,063,075	0.1392%	Mellon Capital Management Corporation
CCL	COCA-COLA AMATIL LIMITED	5,506	0.0007%	Bank of New York Mellon, National Association
CCL	COCA-COLA AMATIL LIMITED	7,000,000	0.9167%	Newton Investment Management Limited
CCL	COCA-COLA AMATIL LIMITED	23,795,789	3.1163%	Walter Scott & Partner Limited
CCL	COCA-COLA AMATIL LIMITED	31,083	0.0041%	MBSC Securities Incorporation
	<b>Total:</b>	<b>38,570,591</b>	<b>5.0512%</b>	

The Bank of New York Mellon Corporation is comprised of a large number of operating and holding companies. The entities identified herein are subsidiaries of The Bank of New York Mellon Corporation [as ultimate parent] that have shareholdings in the issuer. All group companies have a relevant interest by virtue of the fact that they are related group companies, however, other than those listed herein, they have no actual shareholding in the issuer, nor do they participate in investment or voting decisions.

print name Nicholas R. Darow capacity Senior Vice President

sign here



date 12 December 2013