

# PRIMO WATER CORP /CN/

Reported by  
**KITCHING STEVEN**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/07/14 for the Period Ending 01/06/14

|             |   |
|-------------|---|
| Address     | 4221 W. BOY SCOUT BLVD.<br>SUITE 400<br>TAMPA, FL, 33607    |
| Telephone   | 813-313-1732  |
| CIK         | 0000884713  |
| Symbol      | PRMW  |
| SIC Code    | 2086 - Bottled and Canned Soft Drinks and Carbonated Waters |
| Industry    | Non-Alcoholic Beverages                                     |
| Sector      | Consumer Non-Cyclicals                                      |
| Fiscal Year | 12/28   |

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |
| <b>Kitching Steven</b>                    |  | <b>COTT CORP /CN/ [ COT ]</b>                     |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President-US Business Unit</b> |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>5519 W IDLEWILD AVENUE</b>             |  | <b>1/6/2014</b>                                   |  |  |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>TAMPA, FL 33634</b>                    |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)                      |  |   |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |        | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|--------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price  |   |   |   |
| Common Shares                      | 1/6/2014       |   | S                            |   | 1125<br>(U)   | D             | \$7.91 | 87738   | D   |   |
| Common Shares                      |                |   |                              |   |   |               |        | 1127  | I   | by Share<br>Incentive<br>Plan                                     |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
|  |  |                   |   | Code                         | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or Number of<br>Shares |   |  |   |  |

### Explanation of Responses:

(1) Represents shares sold pursuant to a 10b5-1 plan to satisfy tax withholding obligations due upon the vesting of time-based units granted to Reporting Person on May 6, 2011.

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| <b>Kitching Steven</b><br><b>5519 W IDLEWILD AVENUE</b><br><b>TAMPA, FL 33634</b> |               |           | <b>President-US Business Unit</b> |       |

### Signatures

/s/ **Marni Morgan Poe, Attorney-in-Fact**

**1/7/2014**

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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