

# PRIMO WATER CORP /CN/ Filed by LEVIN EASTERLY PARTNERS LLC

## FORM SC 13G/A

(Amended Statement of Ownership)

### Filed 02/14/20

Address 4221 W. BOY SCOUT BLVD.

SUITE 400

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

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

#### **SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934** (Amendment No. 1)\*

	Cott Corporation
	(Name of Issuer)
	Common Stock, no par value
	(Title of Class of Securities)
	22163N106
	(CUSIP Number)
	December 31, 2019
	(Date of Event which Requires Filing of this Statement)
k the appropriate box to c	lesignate the rule pursuant to which this Schedule is filed:

Checl

**■** Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUSIP No. 22163N106	
Names of Reporting Persons.	
I.R.S. Identification Nos. of Above 1	Persons (Entities Only)
Levin Easterly Partners LLC	
83-2400656	
2. Check the Appropriate Box if a Memb	ber of a Group
(a)	•
(b)	
3. SEC Use Only	
4. Citizenship or Place of Organization	
Delaware	
	5. Sole Voting Power
	0
Number of Shares	
Beneficially	6. Shared Voting Power
Owned by	9,922,377
Each Reporting	7,7 = 1,0 11
Person With:	
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power
	10,847,454
	10,047,434
Aggregate Amount Beneficially Own	ad by Each Departing Derson
10,847,454	ed by Each Reporting Ferson
10,047,434	
10 Check if the Aggregate Amount in R	Pow (9) Excludes Certain Shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11. Percent of Class Represented by Amount in Row (9)	
8.1%	
12. Type of Reporting Person	
IA	

(b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware    Solition   Solition	CUSIP No. 22163N106	
LE Partners Holdings LLC 83-2587475  2. Check the Appropriate Box if a Member of a Group (a) (b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware    S. Sole Voting Power	1. Names of Reporting Persons.	
LE Partners Holdings LLC 83-2587475  2. Check the Appropriate Box if a Member of a Group (a) (b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware    S. Sole Voting Power	I.R.S. Identification Nos. of Above 1	Persons (Entities Only)
2. Check the Appropriate Box if a Member of a Group (a) (b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 0  6. Shared Voting Power 9,922,377  7. Sole Dispositive Power 0  8. Shared Dispositive Power 10,847,454  9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%		
2. Check the Appropriate Box if a Member of a Group (a) (b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  Number of Shares Beneficially Owned by Each Reporting Person With:  5. Sole Voting Power 0 6. Shared Voting Power 9,922,377 7. Sole Dispositive Power 0 8. Shared Dispositive Power 10,847,454  9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%		
(a) (b) (b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Dispositive Power 0  8. Shared Dispositive Power 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%		
(a) (b) (b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Dispositive Power 0  8. Shared Dispositive Power 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%	2. Check the Appropriate Box if a Memb	ber of a Group
(b)  3. SEC Use Only  4. Citizenship or Place of Organization Delaware    Solition   Solition	(a)	
4. Citizenship or Place of Organization  Delaware    Solitizenship or Place of Organization	(b)	
4. Citizenship or Place of Organization  Delaware    Solitizenship or Place of Organization		
Number of Shares Beneficially Owned by Each Reporting Person With:	3. SEC Use Only	
Number of Shares Beneficially Owned by Each Reporting Person With:     Sole Voting Power		
Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Dispositive Power 0  8. Shared Dispositive Power 10.847,454  9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%	4. Citizenship or Place of Organization	
Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Dispositive Power 0  8. Shared Dispositive Power 10,847,454  9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Dispositive Power 0  8. Shared Dispositive Power 10,847,454  9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%		
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7. Sole Dispositive Power  0  8. Shared Dispositive Power  10,847,454  9. Aggregate Amount Beneficially Owned by Each Reporting Person  10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9)  8.1%	Each Reporting	77 - 78
8. Shared Dispositive Power 10,847,454  9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%	Person With:	7 Sala Dienogitiva Power
9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%		
9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%		
9. Aggregate Amount Beneficially Owned by Each Reporting Person 10,847,454  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9) 8.1%		8. Shared Dispositive Power
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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  11. Percent of Class Represented by Amount in Row (9)  8.1%		ed by Each Reporting Person
11. Percent of Class Represented by Amount in Row (9) 8.1%	10,847,454	
11. Percent of Class Represented by Amount in Row (9) 8.1%		
8.1%	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
8.1%		
8.1%		
	8.1%	
12. Type of Reporting Person		
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CUSIP No. 22163N106	
Names of Reporting Persons.	
I.R.S. Identification Nos. of Above	e Persons (Entities Only)
LE Partners Holdings II LLC	
83-4229605	
2. Check the Appropriate Box if a Mer	mber of a Group
(a)	
(b)	
3. SEC Use Only	
J	
4. Citizenship or Place of Organization	n
Delaware	
	5. Sole Voting Power
Number of Shares	
Beneficially	6. Shared Voting Power
Owned by	9,922,377
Each Reporting	7922011
Person With:	7. Sole Dispositive Power
	8. Shared Dispositive Power
	10,847,454
	10,04/,434
Aggregate Amount Beneficially Ow	rmed by Each Departing Depart
10,847,454	viied by Each Reporting Person
10,847,434	
10 Charleifthe Assessed Assessed in	D (0) Fll Ct Cl
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
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11. Percent of Class Represented by Amount in Row (9)	
8.1%	
10 5 00 10	
12. Type of Reporting Person	
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CUSIP No. 22163N106	
1. Names of Reporting Persons.	
I.R.S. Identification Nos. of Above	Persons (Entities Only)
LE Partners Holdings III LLC	
83-4195384	
2. Check the Appropriate Box if a Mem	ber of a Group
(a)	
(b)	
3. SEC Use Only	
4. Citizenship or Place of Organization	
Delaware	
	5. Sole Voting Power
	0
Number of Shares	
Beneficially	6. Shared Voting Power
Owned by	9,922,377
Each Reporting	77 - 78
Person With:	7. Sole Dispositive Power
	0
	8. Shared Dispositive Power
	10,847,454
9. Aggregate Amount Beneficially Own	ed by Each Reporting Person
10,847,454	
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11. Percent of Class Represented by Amount in Row (9)	
8.1%	
10 T	
12. Type of Reporting Person	
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CUSIP No. 22163N106	
1. Names of Reporting Persons.	
I.R.S. Identification Nos. of Ab	ove Persons (Entities Only)
LE Partners Holdings IV LLC	
83-4246600	
2. Check the Appropriate Box if a N	Member of a Group
(a)	
(b)	
3. SEC Use Only	
4. Citizenship or Place of Organizat	tion
Delaware	
	5. Sole Voting Power
	0
Number of Shares	
Beneficially	6. Shared Voting Power
Owned by	9,922,377
Each Reporting	
Person With:	7. Sole Dispositive Power
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	8. Shared Dispositive Power
	10,847,454
9. Aggregate Amount Beneficially (	Owned by Each Reporting Person
10,847,454	
10. Check if the Aggregate Amount	t in Row (9) Excludes Certain Shares
10. Check it the Algerdance Amount in 100 (7) Excitates Column blures	
11 Percent of Class Represented by	Amount in Row (9)
11. Percent of Class Represented by Amount in Row (9)  8.1%	
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12. Type of Reporting Person	
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VU	

CUSIP No. 22163N106	
Names of Reporting Persons.	
I.R.S. Identification Nos. of Above 1	Persons (Entities Only)
Darrell Crate	Cisons (Emilies Only)
Darren Crate	
2. Check the Appropriate Box if a Memb	per of a Group
(a)	of a Group
(b)	
3. SEC Use Only	
4. Citizenship or Place of Organization	
Delaware	
201111111	
	5. Sole Voting Power
	0
Number of Shares	
Beneficially	6. Shared Voting Power
Owned by	9,922,377
Each Reporting	7,744,011
Person With:	
i eison with.	7. Sole Dispositive Power
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	8. Shared Dispositive Power
	10,847,454
9. Aggregate Amount Beneficially Own	ed by Each Reporting Person
10,847,454	
10 Check if the Aggregate Amount in P	Any (0) Evaludas Cartain Sharas
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11. Percent of Class Represented by Amount in Row (9)	
8.1%	
12 Type of Papartine Parson	
12. Type of Reporting Person	
IN	

CUSIP No. 22163N106		
Names of Reporting Persons.		
I.R.S. Identification Nos. of Above	I.R.S. Identification Nos. of Above Persons (Entities Only)	
Avshalom Kalichstein		
2. Charlatha Annon mista Day is M	shara of a Consum	
2. Check the Appropriate Box if a Mem	noer of a Group	
(a)		
(b)		
3. SEC Use Only		
4. Citizenship or Place of Organization		
Delaware		
	5. Sole Voting Power	
	0	
Number of Shares		
Beneficially	6. Shared Voting Power	
Owned by	9.922.377	
Each Reporting	3,722,311	
Person With:		
1 613011 ( ) 1011	7. Sole Dispositive Power	
	0	
	8. Shared Dispositive Power	
	10,847,454	
9. Aggregate Amount Beneficially Own	ned by Each Reporting Person	
10,847,454		
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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
10. Check if the 11561-5ate 1 infount in Now (1) Excludes Certain Shares		
11. Percent of Class Represented by Amount in Row (9)		
8.1%		
0.1 /0		
10 T CD / D		
12. Type of Reporting Person		
IN		

CUSIP No. 22163N106	
Names of Reporting Persons.	
I.R.S. Identification Nos. of Above	Persons (Entities Only)
John Murphy	
• •	
2. Check the Appropriate Box if a Mem	ber of a Group
(a)	
(b)	
(-)	
3. SEC Use Only	
4. Citizenship or Place of Organization	
Delaware	
	5. Sole Voting Power
Number of Shares	
Beneficially	6. Shared Voting Power
Owned by	9,922,377
Each Reporting	- / · · · ·
Person With:	7. Sole Dispositive Power
	8. Shared Dispositive Power
	10.847,454
9. Aggregate Amount Beneficially Own	ed by Each Reporting Person
10,847,454	
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11. Percent of Class Represented by Amount in Row (9)	
8.1%	
12. Type of Reporting Person	
IN	

#### Item 1.

(a) Name of Issuer:

Cott Corporation (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

1200 Britannia Road East, Mississauga, Ontario L4W 4T5 4221 West Boy Scout Boulevard, Suite 400, Tampa, Florida 33607.

#### Item 2.

#### (a) Name of Person Filing:

This schedule is being jointly filed by Levin Easterly Partners LLC ("Levin Easterly"), LE Partners Holdings LLC ("LEPH"), LE Partners Holdings II LLC ("LEPH II"), LE Partners Holdings III LLC ("LEPH III"), LE Partners Holdings IV LLC ("LEPH IV"), John "Jack" Murphy, the Chief Investment Officer of Levin Easterly ("Mr. Murphy"), Darrell Crate, the Chairman and a controlling person of Levin Easterly ("Mr. Crate"), and Avshalom Kalichstein, a controlling person of Levin Easterly ("Mr. Kalichstein") (all of the foregoing reporting persons and entities are sometimes collectively referred to hereinafter as "Filer").

(b) Address of Principal Business Office:

The address of the principal executive office of each of Levin Easterly, LEPH, and Mr. Murphy is 595 Madison Avenue, 17<sup>th</sup> Floor, New York, New York 10022. The address of the principal executive office of each of LEPH II, LEPH III, LEPH IV, and Messrs. Crate and Kalichstein is 138 Conant Street, Beverly, Massachusetts 01915.

(c) Citizenship:

The citizenship or place of organization of each reporting person and entity is as follows: Levin Easterly, LEPH II, LEPH III, LEPH IV are limited liability companies organized under the laws of the State of Delaware. Messrs. Murphy, Crate and Kalichstein are citizens of the United States of America.

(d) Title of Class of Securities:

Common Stock, no par value.

(e) CUSIP Number:

22163N106

- Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
  - (a) Droker or dealer registered under section 15 of the Act (15 U.S.C. 780).
  - (b)  $\square$  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  $\square$  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  $\square$  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### Item 4. Ownership

#### Levin Easterly

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

#### **LEPH**

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

#### LEPH II

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

#### LEPH III

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

#### LEPH IV

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

#### Darrell Crate

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

#### Avshalom Kalichstein

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

#### John "Jack" Murphy

- (a) Amount beneficially owned: 10,847,454
- (b) Percentage of Class: 8.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct vote: 0
  - (ii) Shared power to vote or direct vote: 9,922,377
  - (iii) Sole power to dispose or direct the disposition of: 0
  - (iv) Shared power to dispose or direct the disposition of: 10,847,454

Each of Messrs. Murphy, Crate and Kalichstein disclaims beneficial ownership of the securities reported herein.

#### Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

#### Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Various separately managed accounts and investment companies for whom Levin Easterly acts as investment manager have the right to receive dividends from, and the proceeds from the sale of, 10,847,454 shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

#### **SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2020 LEVIN EASTERLY PARTNERS LLC

By: /s/ Darrell Crate Name: Darrell Crate Title: Chairman

#### LE PARTNERS HOLDINGS LLC

By: /s/ Darrell Crate Name: Darrell Crate Title: Managing Director

#### LE PARTNERS HOLDINGS II LLC

By: /s/ Darrell Crate Name: Darrell Crate Title: Managing Director

#### LE PARTNERS HOLDINGS III LLC

By: /s/ Darrell Crate Name: Darrell Crate Title: Managing Director

#### LE PARTNERS HOLDINGS IV LLC

By: /s/ Darrell Crate Name: Darrell Crate Title: Managing Director

By: /s/ Darrell Crate Name: Darrell Crate

By: /s/ Avshalom Kalichstein Name: Avshalom Kalichstein

By: /s/ John Murphy Name: John Murphy