

PRIMO WATER CORP /CN/

FORM 8-K (Current report filing)

Filed 01/03/14 for the Period Ending 01/01/14

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 1, 2014**

Cott Corporation
(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

001-31410
(Commission
File Number)

98-0154711
(IRS Employer
Identification No.)

6525 Viscount Road
Mississauga, Ontario, Canada

L4V1H6

5519 West Idlewild Avenue
Tampa, Florida, United States
(Address of Principal Executive Offices)

33634
(Zip Code)

Registrant's telephone number, including area code: **(905) 672-1900**
(813) 313-1800

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

On January 2, 2014, Cott Beverages Inc. (the “Issuer”), a wholly-owned subsidiary of Cott Corporation (the “Company”), notified Wells Fargo Bank, National Association (“Wells Fargo”), as successor trustee to HSBC Bank USA, N.A. (“HSBC”), under the indenture dated as of November 13, 2009 governing the 8.375% Senior Notes due 2017 (the “Notes”) between the Issuer, the Company, certain subsidiaries of the Company as guarantors, and HSBC (the “Indenture”), that the Issuer will, pursuant to the optional redemption provisions contained in Section 3 of the Indenture, redeem all \$15.0 million in aggregate principal amount of the remaining outstanding Notes on February 19, 2014 at 104.118% of par. The redemption amount will include the outstanding principal amount of the Notes, plus interest up to the date of redemption. A copy of the Notice of Redemption relating to the redemption of the Notes is filed and attached hereto as Exhibit 99.1 and incorporated by reference into this Item 2.04.

Nothing in this Current Report on Form 8-K shall constitute an offer to buy, the solicitation of an offer to sell or a solicitation of consents with respect to, any of the Notes.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Company has had the Cott Corporation Severance and Non-Competition Plan (the “Severance Plan”) in place since 2009. Effective January 1, 2014, Jay Wells, Chief Financial Officer, and Marni Poe, Vice President, General Counsel and Secretary, became participants in the Severance Plan. Mr. Wells joined as a Level 2 employee (severance multiple of 0.75 times), and Ms. Poe joined as a Level 3 employee (severance multiple of 0.50 times). The terms of the Severance Plan have been previously disclosed; a copy of the Severance Plan is filed as Exhibit 10.2 to the Company’s Form 8-K dated February 24, 2009.

Amounts payable to the participants under the Severance Plan are unknown at this time, and certain disclosure will be included when required by Item 402 of Regulation S-K.

Item 8.01 Other Events

On January 2, 2014, the Company issued a press release announcing its intent to redeem the Notes. A copy of the press release is filed and attached hereto as Exhibit 99.2, and incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	A copy of the Notice of Redemption to the Holders of the 8.375% Senior Notes due 2017.
99.2	Press Release of Cott Corporation, dated January 2, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cott Corporation
(Registrant)

January 3, 2014

By: /s/ Marni Morgan Poe
Marni Morgan Poe
Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	A copy of the Notice of Redemption to the Holders of the 8.375% Senior Notes due 2017.
99.2	Press Release of Cott Corporation, dated January 2, 2014.

**NOTICE OF REDEMPTION
TO THE HOLDERS OF
8.375% SENIOR NOTES DUE 2017
(CUSIP NO. 221643 AD1)***

On behalf of Cott Beverages Inc., a Georgia corporation (the “Issuer”), notice is hereby given that, pursuant to Section 3.7(b) of the Indenture, dated as of November 13, 2009, (the “Indenture”) among the Issuer, the Guarantors identified on the signature pages thereto, and Wells Fargo Bank, National Association, successor trustee to HSBC Bank USA, National Association, as Trustee (the “Trustee”), the Company has elected to redeem US \$15,000,000 in aggregate principal amount of the remaining outstanding 8.375% Senior Notes due 2017 (the “Notes”) at a redemption price of 104.118% plus accrued and unpaid interest (the “Redemption Price”) to the Redemption Date (as defined below). Terms used in this Notice of Redemption and not otherwise defined shall have the meanings assigned to them in the Indenture.

The date fixed for redemption is February 19, 2014 (the “Redemption Date”). From and after the Redemption Date, interest on the Notes redeemed will cease to accrue, unless the Company defaults in the payment of the Redemption Price.

The Trustee will act as Paying Agent with respect to the redemption of the Notes. As required by the Indenture, the redeemed Notes must be presented and surrendered to the Paying Agent in order to receive payment of the Redemption Price. Payment of the Redemption Price including the accrued interest to the Redemption Date will be made on or after the Redemption Date, upon presentation and surrender of the Notes to the Paying Agent at one of the addresses set forth below and in accordance with the procedures of the Depository Trust Company:

<u>Registered & Certified Mail:</u>	<u>Regular Mail or Courier:</u>	<u>In Person by Hand Only:</u>
Wells Fargo Bank, National Association Corporate Trust Operations MAC N9303-121 P.O. Box 1517 Minneapolis, MN 55480	Wells Fargo Bank, National Association Corporate Trust Operations MAC N9303-121 6th & Marquette Avenue Minneapolis, MN 55479	Wells Fargo Bank, National Association Corporate Trust Services Northstar East Building - 12th Floor 608 Second Avenue South Minneapolis, MN 55402

Holders of the Notes who have questions or wish to discuss the redemption may contact Wells Fargo Bank, National Association, 7000 Central Parkway, Suite 550, Atlanta, GA 30328, Attention: Corporate, Municipal and Escrow Services, E-mail: stefan.victory@wellsfargo.com, Phone: 770-551-5117.

IMPORTANT TAX INFORMATION

Under the Internal Revenue Code of 1986, the Paying Agent may be obligated to withhold 28% from payments of the Redemption Price to holders who have failed to furnish the Paying Agent with a correct Taxpayer Identification Number. To avoid the application of these provisions, a holder should submit its certified Taxpayer Identification Number on a properly completed IRS Form W-9 (available at <http://www.irs.gov>) when presenting its certificates (or should submit a properly completed IRS Form W-8BEN or other certification establishing an exemption from withholding, if applicable).

* The CUSIP number listed above is for information purposes only. Neither the Company nor the Trustee shall be responsible for the selection or use of this CUSIP number, nor is any representation made to its correctness or accuracy on the Notes or as indicated in any redemption notice.

By: Cott Beverages Inc.

Dated: January 9, 2014

**Press Release****CONTACT:**

Rob Meyer
Investor Relations
Tel: (813) 313-1777
Investorrelations@cott.com

**COTT ANNOUNCES NOTICE OF INTENT TO REDEEM ALL OF THE REMAINING OUTSTANDING 8.375% SENIOR NOTES
DUE 2017**

(Unless stated otherwise, all information is in U.S. dollars.)

TORONTO, ON and TAMPA, FL – January 2, 2014 – Cott Corporation (“Cott”) (NYSE:COT; TSX:BCB) today announced that its wholly owned subsidiary, Cott Beverages Inc., gave notice to Wells Fargo Bank, National Association (“Wells Fargo”), the trustee under the indenture governing the 8.375% Senior Notes due 2017 (the “Notes”), of its intent to redeem all \$15.0 million in aggregate principal amount of the remaining outstanding Notes at 104.118% of par.

The redemption price of the Notes will include the outstanding principal amount of the Notes, plus interest up to the date of redemption, in accordance with the provisions of the indenture governing the Notes. The redemption date will be February 19, 2014.

Cott Beverages Inc. has instructed Wells Fargo to send a notice of redemption on January 9, 2014 in the name of Cott Beverages Inc., which contains additional information concerning the terms and conditions of the redemption, to all currently registered holders of the Notes.

This press release is for informational purposes only and shall not constitute an offer to purchase the Notes or any other securities.

About Cott Corporation

Cott is one of the world’s largest producers of beverages on behalf of retailers, brand owners and distributors. Cott produces multiple types of beverages in a variety of packaging formats and sizes, including carbonated soft drinks, 100% shelf stable juice and juice-based products, clear, still and sparkling flavored waters, energy products, sports products, new age beverages, and ready-to-drink teas, as well as alcoholic beverages for brand owners. Cott’s large manufacturing footprint, substantial research and development capability and high-level of quality and customer service enables Cott to offer its customers a strong value-added proposition of low cost, high quality products. With approximately 4,000 employees, Cott operates manufacturing facilities in the United States, Canada, the United Kingdom and Mexico. Cott also develops and manufactures beverage concentrates, which it exports to over 50 countries around the world.



Press Release

Website: www.cott.com