

# PRIMO WATER CORP /CN/

## **FORM 8-K** (Current report filing)

Filed 06/29/16 for the Period Ending 06/29/16

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

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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): June 29, 2016**

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**Cott Corporation**

(Exact name of registrant as specified in its charter)

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**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)

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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 8.01 Other Events**

As previously announced, on June 22, 2016, Cott Corporation (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”) with CIBC World Markets Inc., Wells Fargo Securities Canada, Ltd., BMO Nesbitt Burns Inc., Canaccord Genuity Corp., RBC Dominion Securities Inc. and TD Securities Inc. (collectively, the “Underwriters”), for the issue and sale of 13,120,000 of the Company’s common shares, no par value (the “Common Shares”), for US\$15.25 per Common Share. Pursuant to the Underwriting Agreement, the Underwriters had an over-allotment option (the “Option”), exercisable in whole or in part, at any time up until the day that is 30 days after the closing of this offering, to purchase up to 1,968,000 additional Common Shares to cover over-allotments, if any, and for market stabilization purposes. The Underwriters exercised their Option in full on June 22, 2016. The offering and sale of 15,088,000 of the Company’s Common Shares closed on June 29, 2016.

In connection with the foregoing, the Company is filing as Exhibit 5.1 to this Current Report on Form 8-K the opinion and consent of Goodmans LLP with respect to the validity of the offered Common Shares, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Goodmans LLP.
23.1	Consent of Goodmans LLP (included in Exhibit 5.1).

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**SIGNATURES**

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

Cott Corporation  
(Registrant)

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

June 29, 2016

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**EXHIBIT INDEX**

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Barristers & Solicitors

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333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

June 29, 2016

Cott Corporation  
519 West Idlewild Avenue  
Tampa, Florida, 33634  
United States

Dear Ladies and Gentlemen:

We have acted as Canadian counsel to Cott Corporation, a corporation existing under the laws of Canada (the “**Corporation**”), in connection with the issuance and sale by the Corporation of 15,088,000 common shares in the capital of the Corporation (collectively, the “**Offered Shares**”) pursuant to an underwriting agreement dated June 22, 2016 (the “**Underwriting Agreement**”) among the Corporation and CIBC World Markets Inc., Wells Fargo Securities Canada, Ltd., BMO Nesbitt Burns Inc., Canaccord Genuity Corp., RBC Dominion Securities Inc. and TD Securities Inc. (the “**Underwriters**”).

The Offered Shares have been offered for sale in the United States pursuant to a prospectus supplement dated June 22, 2016 (the “**Prospectus Supplement**”), and filed with the Securities and Exchange Commission (the “**SEC**”) on June 22, 2015, to the prospectus (as amended and supplemented by the Prospectus Supplement, the “**Prospectus**”) that constitutes part of the Corporation’s Registration Statement on Form S-3ASR (Registration No. 333-204450) filed with the SEC on May 26, 2015 (the “**Registration Statement**”).

We are solicitors qualified to practice law solely in the Province of Ontario. The opinions expressed below are limited to the laws of the Province of Ontario and the federal laws of Canada applicable therein. We offer no opinion in respect of the laws of any other province or territory in Canada or the application of the federal laws of Canada in any other province or territory. We have assumed that there is no foreign law (as to which we have made no independent investigation) that would affect our opinions expressed herein. In addition, we reviewed such questions of law as we considered appropriate to enable us to render the opinions hereafter expressed.

In acting as counsel to the Corporation, we have examined executed originals or copies identified to our satisfaction, of the following:

- (a) the Registration Statement;
- (b) the Prospectus;
- (c) the articles of amalgamation, articles of amendment and by-laws of the Corporation;

- (d) the Underwriting Agreement;
- (e) an officer's certificate of the Corporation dated as of the date hereof as to certain factual matters (the "**Officer's Certificate**"); and
- (f) a certificate of compliance in respect of the Corporation dated June 28, 2016 issued by Industry Canada under the Canada Business Corporations Act.

We have also examined originals, or copies identified to our satisfaction, of records of the Corporation, certificates of directors, officers and public officials and such other documents as we consider necessary to give the opinions hereinafter expressed.

We have relied exclusively on the documents listed immediately above with respect to the accuracy of the factual matters contained therein. We have not performed any independent check or verification of such factual matters. Further, we have relied exclusively and without independent verification upon certificates and correspondence of public officials and the Officer's Certificate.

For purposes of this opinion letter, we assume:

- (i) all information contained in all documents reviewed by us is true and correct;
- (ii) the due execution and delivery, pursuant to due authorization, of all documents and instruments by or on behalf of parties other than the Corporation and that such documents are legal, valid and binding obligations of each party thereto other than the Corporation;
- (iii) the genuineness of all signatures and the authority of all persons signing documents examined by us; and
- (iv) the identity and capacity of all individuals who executed any documents or acted or purported to act as public officials.

Based on the foregoing, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Corporation has all requisite corporate power and authority to issue the Offered Shares and the Offered Shares have been duly authorized for issuance and sale to the Underwriter pursuant to the Underwriting Agreement and, when issued and delivered by the Corporation pursuant to the Underwriting Agreement against payment of the consideration set forth in the Underwriting Agreement, will be validly issued as fully paid and non-assessable shares in the capital of the Corporation.

We undertake no duty to amend any of the opinions set forth herein following the date of this opinion letter with respect to changes in matters of law or fact which may occur following the date hereof.

We hereby consent to the filing of this opinion of counsel as Exhibit 5.1 to the Current Report on Form 8-K of the Corporation dated on or about the date hereof, to the incorporation by reference of this opinion into the Registration Statement and to the reference to our name under the caption "Legal Matters" in the Prospectus Supplement and the Prospectus. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC promulgated thereunder.

Yours very truly,

/s/ Goodmans LLP

**GOODMANS LLP**