

PRIMO WATER CORP /CN/

FORM 8-K (Current report filing)

Filed 09/30/13 for the Period Ending 09/30/13

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): September 30, 2013

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 September 30, 2013, 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 its 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 US \$200.0 million aggregate principal amount of the Notes on November 15, 2013 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 Partial 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 8.01 Other Events

On September 30, 2013, the Company issued a press release announcing the partial redemption of 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 Partial Redemption to the Holders of the 8.375% Senior Notes due 2017.
99.2	Press Release of Cott Corporation, dated September 30, 2013.

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)

September 30, 2013

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 Partial Redemption to the Holders of the 8.375% Senior Notes due 2017.
99.2	Press Release of Cott Corporation, dated September 30, 2013.

**NOTICE OF PARTIAL 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 \$200,000,000 aggregate principal amount of its 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). Pursuant to Section 3.2 of the Indenture, selection of the Notes for redemption will be made by lot in accordance with the procedures of The Depository Trust Corporation. Terms used in this Notice of Partial Redemption and not otherwise defined shall have the meanings assigned to them in the Indenture.

The date fixed for redemption is November 15, 2013 (the "Redemption Date"). From and after the Redemption Date, interest on the portion of the Notes redeemed will cease to accrue, unless the Company defaults in the payment of the Redemption Price. After the Redemption Date, upon surrender of the outstanding Notes, new Notes in principal amount equal to the unredeemed portion will be issued upon cancellation of the original Notes.

The Trustee will act as Paying Agent with respect to the partial 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:

Registered & Certified Mail:

Wells Fargo Bank, National
Association
Corporate Trust Operations
MAC N9303-121
P.O. Box 1517
Minneapolis, MN 55480

Regular Mail or Courier:

Wells Fargo Bank, National
Association
Corporate Trust Operations
MAC N9303-121
6th & Marquette Avenue
Minneapolis, MN 55479

In Person by Hand Only:

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.

By: Wells Fargo Bank, National Association, as Trustee

Dated: October 4, 2013

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

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

COTT ANNOUNCES NOTICE OF INTENT TO PARTIALLY REDEEM 8.375% SENIOR NOTES DUE 2017

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

TORONTO, ON and TAMPA, FL – September 30, 2013 – 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 \$200.0 million aggregate principal amount of the currently outstanding \$215.0 million aggregate principal amount of 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 November 15, 2013.

Cott Beverages Inc. has instructed Wells Fargo to send a notice of partial redemption 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.

Website: www.cott.com