

# PRIMO WATER CORP /CN/

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

Filed 04/29/10 for the Period Ending 04/28/10

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): April 28, 2010

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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.)

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**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.**

On or about April 1, 2010, Cott Corporation (the “Company”) furnished or otherwise made available to shareowners its Proxy Circular describing the matters to be voted upon at the Annual and Special Meeting of Shareowners (the “Meeting”) to be held on Tuesday, May 4, 2010, including the proposal to approve its 2010 Equity Incentive Plan (the “Plan”). Following the Company’s review of the recently published analysis of this proposal by RiskMetrics Group-Canada (“RiskMetrics”) and in order to facilitate shareowner approval of the Plan, the Company’s Board of Directors (the “Board”) adopted a corporate policy on April 28, 2010, effective upon shareowner approval of the Plan, to address the issues identified by RiskMetrics.

Specifically, such policy provides that the Board or the Human Resources and Compensation Committee of the Board may not, without further shareowner approval: (A) grant awards under the Plan that would result in the issuance of more than 4,000,000 shares in the aggregate; (B) grant equity to non-employee directors in an amount equal to the lesser of (i) 1% of the Company’s issued and outstanding common shares; and (ii) an annual equity award value of \$100,000 per non-employee director; (C) grant options under the Plan that are freely transferable or assignable (other than for normal estate settlement purposes); (D) extend the term of awards that benefit non-insiders; or (E) amend the restriction described in clause (B) above.

RiskMetrics has subsequently issued a favorable voting recommendation as to the Plan.

A copy of the press release announcing the above mentioned policy is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Cott Corporation, dated April 28, 2010.

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**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.

April 28, 2010

Cott Corporation  
(Registrant)

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

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**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

99.1

Press Release of Cott Corporation, dated April 28, 2010.

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

Kimball Chapman  
Investor Relations  
Tel: (813) 313-1840  
[investor.relations@cott.com](mailto:investor.relations@cott.com)

**COTT ANNOUNCES ADOPTION OF CORPORATE POLICY FOR 2010 EQUITY INCENTIVE PLAN**

**TORONTO, ON and TAMPA, FL — April 28, 2010** — Cott Corporation (NYSE:COT; TSX:BCB) today announced that it has adopted a corporate policy for its 2010 Equity Incentive Plan in advance of its Annual and Special Meeting of Shareowners being held on May 4, 2010. A proxy circular describing the details of the meeting and the 2010 Equity Incentive Plan has been mailed to shareowners and can be accessed at [www.cott.com/investors/proxy](http://www.cott.com/investors/proxy).

The policy, which was adopted by the Board of Directors on April 28, 2010 in response to discussions by management with RiskMetrics Group – Canada, is effective upon shareowner approval of the 2010 Equity Incentive Plan. Such policy provides that the Board of Directors or the Human Resources and Compensation Committee of the Board of Directors may not, without further shareowner approval:

- (A) grant awards under the 2010 Equity Incentive Plan that would result in the issuance of more than 4,000,000 shares in the aggregate;
- (B) grant equity to non-employee directors in an amount equal to the lesser of (i) 1% of Cott's issued and outstanding common shares; and (ii) an annual equity award value of \$100,000 per non-employee director;
- (C) grant options under the 2010 Equity Incentive Plan that are freely transferable or assignable (other than for normal estate settlement purposes);
- (D) extend the term of awards that benefit non-insiders; or
- (E) amend the restriction described in (B) above.

RiskMetrics Group – Canada is recommending that shareowners vote in favor of the 2010 Equity Incentive Plan.



**Press Release**

**About Cott Corporation**

Cott Corporation (“Cott” or the “Company”) is one of the world’s largest non-alcoholic beverage companies and the world’s largest retailer brand soft drink company. With approximately 2,800 employees, the Company operates bottling facilities in the United States, Canada, the United Kingdom and Mexico. Cott markets non-alcoholic beverage concentrates in over 50 countries around the world.

Website: [www.cott.com](http://www.cott.com)