

**PRIMO WATER CORP /CN/
Filed by
VALINOR MANAGEMENT, L.P.**

FORM SC 13G/A
(Amended Statement of Ownership)

Filed 02/14/12

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. 3)

Cott Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

22163N106
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

1. Names of Reporting Persons.

Valinor Management, LLC

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

Number of Shares

6. Shared Voting Power: 8,574,231

Beneficially Owned by

7. Sole Dispositive Power: 0

Each Reporting Person With:

8. Shared Dispositive Power: 8,574,231

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,574,231

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

9.03%

12. Type of Reporting Person

OO

1. Names of Reporting Persons.

David Gallo

2. Check the Appropriate Box if a Member Of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power: 0

Number of Shares

6. Shared Voting Power: 8,574,231

Beneficially Owned by

7. Sole Dispositive Power: 0

Each Reporting Person With:

8. Shared Dispositive Power: 8,574,231

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,574,231

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

9.03%

12. Type of Reporting Person

IN

1. Names of Reporting Persons.

Valinor Capital Partners Offshore Master Fund, L.P.

2. Check the Appropriate Box if a Member Of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power: 0

Number of Shares

6. Shared Voting Power: 5,546,611

Beneficially Owned by

7. Sole Dispositive Power: 0

Each Reporting Person With:

8. Shared Dispositive Power: 5,546,611

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,546,611

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

5.84%

12. Type of Reporting Person

PN

Item 1. (a) Name of Issuer: Cott Corporation

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

6525 Viscount Road
Mississauga, Ontario L4V 1H6 Canada

5519 West Idlewild Ave
Tampa, Florida 33634

Item 2. (a) Name of Person Filing:

Valinor Management, LLC

David Gallo
Valinor Capital Partners Offshore Master Fund, L.P.

(b) Address of Principal Business Office, or, if None, Residence:

Valinor Management, LLC
David Gallo
510 Madison Avenue, 25th Floor New York, NY 10022

Valinor Capital Partners Offshore Master Fund, L.P. c/o Morgan Stanley Fund Services (Cayman) Ltd. Cricket Square
Hutchins Drive
2nd Floor, Boundary Hall
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

(c) Citizenship:

Valinor Management, LLC: Delaware David Gallo: United States of America Valinor Capital Partners Offshore Master Fund, L.P.: Cayman Islands

(d) Title of Class of Securities:
Common Stock

(e) CUSIP No.: 22163N106

Item 3. If This Statement is Filed Pursuant to Rules 13d-1(b), or 13d-2(b) or

(c), Check Whether the Person Filing is a:

(a) Broker or dealer registered under Section 15 of the Act.

(b) Bank as defined in Section 3(a)(6) of the Act.

(c) Insurance company as defined in Section 3(a)(19) of the Act.

(d) Investment company registered under Section 8 of the Investment Company Act of 1940.

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with Rule 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;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Valinor Management, LLC: 8,574,231 David Gallo: 8,574,231
Valinor Capital Partners Offshore Master Fund, L.P.: 5,546,611

(b) Percent of class:

Valinor Management, LLC: 9.03% David Gallo: 9.03%
Valinor Capital Partners Offshore Master Fund, L.P.: 5.84%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Valinor Management, LLC: 0 David Gallo: 0
Valinor Capital Partners Offshore Master Fund, L.P.: 0

(ii) Shared power to vote or to direct the vote

Valinor Management, LLC: 8,574,231 David Gallo: 8,574,231 Valinor Capital Partners Offshore Master Fund, L.P.:

5,546,611

(iii) Sole power to dispose or to direct the disposition of

Valinor Management, LLC: 0 David Gallo: 0
Valinor Capital Partners Offshore Master Fund, L.P.: 0

(iv) Shared power to dispose or to direct the disposition of

Valinor Management, LLC: 8,574,231 David Gallo: 8,574,231 Valinor Capital Partners Offshore Master Fund, L.P.:

5,546,611

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

Not Applicable

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

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired
the Security Being Reported on By the Parent Holding Company or Control Person**

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. Certifications

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

SIGNATURE

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 14, 2012
Valinor Management, LLC*

By: /s/ David Angstreich

Name: David Angstreich
Title: Chief Financial Officer

*/s/ David Gallo**

Name: David Gallo

Valinor Capital Partners Offshore Master Fund, L.P.

By: /s/ David Gallo

Name: David Gallo
Title: Director

* The Reporting Persons disclaim beneficial ownership except to the extent of their pecuniary interests therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G/A dated February 14, 2012 relating to the Common Stock of Cott Corporation shall be filed on behalf of the undersigned.

Valinor Management, LLC

By: /s/ David Angstreich

Name: David Angstreich

Title: Chief Financial Officer

/s/ David Gallo

Name: David Gallo

Valinor Capital Partners Offshore Master Fund, L.P.

By: /s/ David Gallo

Name: David Gallo

Title: Director

