

PRIMO WATER CORP /CN/

Reported by
HINSON CHARLES R.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/03/20 for the Period Ending 02/28/20

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

FORM 4

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Hinson Charles R.		COTT CORP /CN/ [COT]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO- S&D Coffee and Tea	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
4221 WEST BOY SCOUT BOULEVARD		2/28/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
TAMPA, FL 33607				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	2/28/2020		A		176574 (1)	A	\$14.25	384759	D	
Common Shares	2/28/2020		F		80059 (2)	D	\$14.25	304700	D	
Common Shares	2/28/2020		F		3861 (3)	D	\$14.25	300839	D	
Common Shares	2/28/2020		A		19158 (4)	A	\$14.25	319997	D	
Common Shares	2/28/2020		F		8687 (5)	D	\$14.25	311310	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- On February 28, 2020, Cott Corporation completed the sale of its S&D Coffee and Tea subsidiary to a privately held acquirer (the "Sale"). As Chief Executive Officer of the S&D Coffee and Tea subsidiary, the Reporting Person ceased to be an executive officer of Cott Corporation as of that date. This award represents the number of common shares issued in connection with the Sale.
- Represents the number of common shares withheld to satisfy tax obligations due upon the issuance of common shares described in footnote 1.
- Represents the number of common shares withheld to satisfy tax obligations due upon the vesting of time-based units granted to the Reporting Person on December 11, 2018, which vesting was accelerated as a result of the Sale.
- Represents performance-based units granted to the Reporting Person on December 11, 2018, which vested on an accelerated basis on February 28, 2020 as a result of the Sale.
- Represents the number of common shares withheld to satisfy tax obligations due upon the accelerated vesting described in footnote 4.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hinson Charles R. 4221 WEST BOY SCOUT BOULEVARD TAMPA, FL 33607			CEO- S&D Coffee and Tea	

Signatures

/s/ Marni Morgan Poe, Attorney-in-Fact

3/3/2020

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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