

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * Hass David W. <small>(Last) (First) (Middle)</small> 1150 ASSEMBLY DRIVE, SUITE 800 <small>(Street)</small> TAMPA, FL 33607 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Primo Water Corp /CN/ [PRMW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/13/2024</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	2/13/2024		A		4,213 ⁽¹⁾	A	\$14.56	172,170.391	D	
Common Shares	2/13/2024		F		1,270 ⁽²⁾	D	\$14.56	170,900.391	D	
Common Shares								48,835	I	See footnote ⁽³⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents performance-based share units granted to the Reporting Person on December 09, 2020, which vested on February 13, 2024 as a result of the achievement of the performance criteria.
- (2) Represents the number of common shares withheld to satisfy tax obligations due upon the vesting of performance-based share units granted to the Reporting Person on December 09, 2020.
- (3) Includes (i) 38,024 shares held by David W. Hass Living Trust, of which reporting person is a trustee, (ii) 3,846 shares held by a Roth IRA for the benefit of the reporting person, (iii) 3,481 shares owned by HB Capital LLC, of which reporting person is a member, (iv) 2,656 shares held by the nieces and nephews of the reporting person through custodial accounts under the Uniform Transfers to Minors Act for which the reporting person is custodian, and (v) 828 shares held through reporting person's spouse. The reporting person may be deemed an indirect beneficial owner of the securities held directly by HB Capital LLC. The reporting person disclaims beneficial ownership of the securities held directly by HB Capital LLC, except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hass David W. 1150 ASSEMBLY DRIVE SUITE 800			Chief Financial Officer	

Signatures

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

2/15/2024

—Signature of Reporting Person

Date

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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