

PRIMO WATER CORP /CN/

Reported by
KITCHING STEVEN

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 01/09/19 for the Period Ending 12/30/18

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

INITIAL STATEMENT OF 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 * Kitching Steven	2. Date of Event Requiring Statement (MM/DD/YYYY) 12/30/2018	3. Issuer Name and Ticker or Trading Symbol COTT CORP /CN/ [COT]
(Last) (First) (Middle) C/O COTT CORPORATION, 4221 WEST BOY SCOUT BOULEVARD	4. 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) Executive Chair, RBS /	
(Street) TAMPA, FL 33607	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	128471 (1)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(2)	2/19/2026	Common Shares	12842	\$11.22	D	
Stock Option (right to buy)	(3)	12/6/2026	Common Shares	14591	\$10.40	D	
Stock Option (right to buy)	(4)	12/7/2027	Common Shares	3112	\$17.50	D	
Stock Option (right to buy)	(5)	12/11/2028	Common Shares	5597	\$14.68	D	

Explanation of Responses:

- (1) 2,946 of the reported shares are unvested time-based restricted share units, which will vest on various dates between 2019 and 2021.
- (2) Represents an option granted on February 19, 2016. The option vests in equal one-third installments on each of the first, second and third anniversaries of the grant date. The first installment and second installment have vested.
- (3) Represents an option granted on December 6, 2016. The option vests in equal one-third installments on each of the first, second and third anniversaries of the grant date. The first installment and second installment have vested.
- (4) Represents an option granted on December 7, 2017. The option vests in equal one-third installments on each of the first, second and third anniversaries of the grant date. The first installment has vested.
- (5) Represents an option granted on December 11, 2018. The option vests in equal one-third installments on each of the first, second and third anniversaries of the grant date.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kitching Steven C/O COTT CORPORATION 4221 WEST BOY SCOUT BOULEVARD TAMPA, FL 33607			Executive Chair, RBS	

Signatures

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

1/9/2019

**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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

LIMITED POWER OF ATTORNEY

The undersigned hereby appoints each of Marni Morgan Poe and Michael James, signing singly, as his attorney-in-fact to act for him and in his name solely to do all or any of the following:

1. To prepare, execute and file in the undersigned's name and on the undersigned's behalf with the Securities and Exchange Commission any and all statements regarding his beneficial ownership of securities of Cott Corporation (including acquisitions or dispositions thereof) in his capacity as an officer of Cott Corporation filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 and Form 144 pursuant to Rule 144 under the Securities Act of 1933, as amended ("Rule 144");

2. To prepare, execute and file in the undersigned's name and on the undersigned's behalf all Canadian Insider Reports and other SEDI filings regarding his beneficial ownership of securities of Cott Corporation (including acquisitions or dispositions thereof) in his capacity as an officer of Cott Corporation; and

3. To execute all necessary instruments to carry out and perform any of the powers stated above, and to do any other acts requisite to carrying out such powers.

Neither Marni Morgan Poe nor Michael James shall incur any liability to the undersigned for acting or refraining from acting under this power, except for such attorney's own willful misconduct or gross negligence. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Cott Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, Rule 144, or applicable Canadian securities laws.

Any reproduced copy of this signed original shall be deemed to be an original counterpart of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements pursuant to Section 16(a) of the Securities Exchange Act of 1934, Rule 144, or applicable Canadian securities laws with respect to the undersigned's beneficial ownership of and transactions in securities of Cott Corporation, unless earlier revoked. This Power of Attorney shall terminate with respect to the attorneys-in-fact upon receipt by Marni Morgan Poe or Michael James, as the case may be, from the undersigned of a written notice of revocation of this Power of Attorney. The undersigned shall have the right to revoke this Power of Attorney at any time.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 9th day of January, 2019.

/s/ Steven Kitching
Name: Steven Kitching