

# PRIMO WATER CORP /CN/

Reported by  
**LEE THOMAS H**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 02/28/00 for the Period Ending 02/17/00

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	12/02

# COTT CORP /CN/

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 2/28/2000 For Period Ending 2/17/2000

Address	207 QUEENS QUAY W SUITE 340 TORONTO ONTARIO CANA, 00000
Telephone	416-203-3898
CIK	0000884713
Industry	Beverages (Non-Alcoholic)
Sector	Consumer/Non-Cyclical
Fiscal Year	12/31

**OMB APPROVAL**  
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**U.S. SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 3**

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person\*

**Lee, Thomas H.**

(Last) (First) (Middle) c/o Thomas H. Lee Company 75 State Street

(Street)

Boston, Massachusetts 02109

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

February 17, 2000

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

**COTT CORPORATION (COTT)**

5 Relationship of Reporting Person to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. If Amendment, Date of Original (Month/Year)

7. Individual or joint/Group Filing (Check Applicable Line)

**Form filed by One Reporting Person**

**Form filed by More than One Reporting Person**

**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 Stock	8,030,119 (7)	I	(1)
Common Stock	278,144 (7)	I	(2)
Common Stock	781,728 (7)	I	(3)
Common Stock	52,319 (7)	I	(4)
Common Stock	140,252 (7)	I	(5)
Common Stock	217,438 (7)	I	(6)

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)

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

1. Title of Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conver- sion or Exercise Price of Derivative Security	5. Owner- ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	7. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares			
Convertible Participat- ing Voting Second Prefer- red Shares, Series 1			Common	3,212,047(7)	10.77(8)	I	(1)
Convertible Participat- ing Voting Second Prefer- red Shares, Series 1			Common	111,258(7)	10.77(8)	I	(2)
Convertible Participat- ing Voting Second Prefer- red Shares, Series 1			Common	312,691(7)	10.77(8)	I	(3)
Convertible Participat- ing Voting Second Prefer- red Shares, Series 1			Common	20,928(7)	10.77(8)	I	(4)
Convertible Participat- ing Voting Second Prefer- red Shares, Series 1			Common	56,104(7)	10.77(8)	I	(5)
Convertible Participat- ing Voting Second Prefer- red Shares, Series 1			Common	86,972(7)	10.77(8)	I	(6)
Option			Common	4,015,059(7)	9.00(8)	I	(1)
Option			Common	139,072(7)	9.00(8)	I	(2)
Option			Common	390,864(7)	9.00(8)	I	(3)
Option			Common	26,160(7)	9.00(8)	I	(4)
Option			Common	70,126(7)	9.00(8)	I	(5)
Option			Common	108,719(7)	9.00(8)	I	(6)

Explanation of Responses:

- (1) Represents shares/options owned by Thomas H. Lee Equity Fund IV, L.P.
- (2) Represents shares/options owned by Thomas H. Lee Foreign Fund IV, L.P.
- (3) Represents shares/options owned by Thomas H. Lee Foreign Fund IV-B, L.P.
- (4) Represents shares/options owned by Thomas H. Lee Charitable Investment Limited Partnership.
- (5) Represents shares/options owned by THL-Coinvestors III-A, LLC.
- (6) Represents shares/options owned by THL-Coinvestors III-B, LLC.
- (7) The Reporting Person disclaims beneficial ownership of such shares/options except to the extent of his pecuniary interest in the entity.
- (8) Subject to anti-dilution and other adjustments. Each share of Preferred Stock is currently convertible into 1.398837831 shares of Common Stock.

*/s/Thomas H. Lee*

*2/25/2000*

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*\*\*Signature of Reporting Person*

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*Date*

*\*\* 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 provided is insufficient. See Instruction 6 for procedure.

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**End of Filing**

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