

**PRIMO WATER CORP /CN/**  
Filed by  
**LEVIN EASTERLY PARTNERS LLC**

**FORM SC 13G**  
(Statement of Ownership)

Filed 04/08/19

|             |   |
|-------------|---|
| Address     | 4221 W. BOY SCOUT BLVD.<br>SUITE 400<br>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**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**Cott Corporation**

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(Name of Issuer)

**Common Stock, no par value**

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(Title of Class of Securities)

**22163N106**

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(CUSIP Number)

**March 29, 2019**

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(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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**Levin Easterly Partners LLC**

**83-2400656**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**6,076,346**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,061,326**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,061,326**

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

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

**5.9%**

12. Type of Reporting Person

**IA**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**LE Partners Holdings LLC**

**83-2587475**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**6,076,346**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,061,326**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,061,326**

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

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

**5.9%**

12. Type of Reporting Person

**OO**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**LE Partners Holdings II LLC**

**83-4229605**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**6,076,346**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,061,326**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,061,326**

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

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

**5.9%**

12. Type of Reporting Person

**OO**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**LE Partners Holdings III LLC**

**83-4195384**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**6,076,346**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,061,326**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,061,326**

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

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

**5.9%**

12. Type of Reporting Person

**OO**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**LE Partners Holdings IV LLC**

**83-4246600**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**6,076,346**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,061,326**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,061,326**

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

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

**5.9%**

12. Type of Reporting Person

**OO**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**Darrell Crate**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**6,076,346**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,061,326**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,061,326**

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

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

**5.9%**

12. Type of Reporting Person

**IN**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**Avshalom Kalichstein**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**6,076,346**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,061,326**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,061,326**

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

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

**5.9%**

12. Type of Reporting Person

**IN**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**John Murphy**

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  
Beneficially  
Owned by  
Each Reporting  
Person With:

6. Shared Voting Power

**6,081,296**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**8,066,276**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**8,066,276**

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

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

**5.9%**

12. Type of Reporting Person

**IN**

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CUSIP No. 22163N106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

**Levin Capital Strategies, LP**

**87-0753486**

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

Beneficially

Owned by

Each Reporting

Person With:

6. Shared Voting Power

**4,950**

7. Sole Dispositive Power

**0**

8. Shared Dispositive Power

**4,950**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**4,950**

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

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

**Less than 1%**

12. Type of Reporting Person

**IA**

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## EXPLANATORY NOTE

On March 29, 2019, Levin Easterly Partners LLC (“Levin Easterly”) closed the transaction (the “Transaction”) pursuant to an asset purchase agreement under which Levin Easterly acquired Levin Capital Strategies, LP’s (“LCS”) institutional asset management business and related operations, including, the investment advisory accounts serviced by that business and associated assets, liabilities and employees. The strategies and accounts transferring to Levin Easterly are those “long-only” strategies directly managed by John “Jack” Murphy (“Mr. Murphy”) and an Event Driven strategy managed by Sam Hendel.

As a result of the Transaction, investment advisory agreements for certain managed accounts and sub-investment advisory accounts that hold shares of common stock, no par value (the “Shares”), of Cott Corporation, a Canadian corporation (the “Issuer”), were transferred from LCS to Levin Easterly.

### Item 1.

(a) Name of Issuer:

Cott Corporation (the “Issuer”).

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

1200 Britannia Road East, Mississauga, Ontario L4W 4T5  
4221 West Boy Scout Boulevard, Suite 400, Tampa, Florida 33607.

### Item 2.

(a) Name of Person Filing:

This schedule is being jointly filed by Levin Easterly Partners LLC (“Levin Easterly”), LE Partners Holdings LLC (“LEPH”), LE Partners Holdings II LLC (“LEPH II”), LE Partners Holdings III LLC (“LEPH III”), LE Partners Holdings IV LLC (“LEPH IV”), Mr. Murphy, the Chief Investment Officer of Levin Easterly (“Mr. Murphy”), Darrell Crate, the Chairman and a controlling person of Levin Easterly (“Mr. Crate”), Avshalom Kalichstein, a controlling person of Levin Easterly (“Mr. Kalichstein”), and Levin Capital Strategies, LP (“LCS”) (all of the foregoing reporting persons and entities are sometimes collectively referred to hereinafter as “Filer”). Attached hereto as an exhibit is a copy of the Joint Filing Agreement among the reporting persons and entities.

(b) Address of Principal Business Office:

The address of the principal executive office of each of Levin Easterly, LEPH, Mr. Murphy and LCS is 595 Madison Avenue, 17<sup>th</sup> Floor, New York, New York 10022. The address of the principal executive office of each of LEPH II, LEPH III, LEPH IV, and Messrs. Crate and Kalichstein is 138 Conant Street, Beverly, Massachusetts 01915.

(c) Citizenship:

The citizenship or place of organization of each reporting person and entity is as follows: Levin Easterly, LEPH, LEPH II, LEPH III, LEPH IV are limited liability companies organized under the laws of the State of Delaware. Messrs. Murphy, Crate and Kalichstein are citizens of the United States of America. LCS is a limited partnership organized under the laws of the State of Delaware

(d) Title of Class of Securities:

Common Stock, no par value.

(e) CUSIP Number:

22163N106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- ~~An~~ investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-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 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### Ownership

Levin Easterly

- (a) Amount beneficially owned: 8,061,326
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 6,076,346
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 8,061,326

LEPH

- (a) Amount beneficially owned: 8,061,326
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 6,076,346
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 8,061,326

LEPH II

- (a) Amount beneficially owned: 8,061,326
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0

~~Share~~d power to vote or direct vote: 6,076,346  
~~Sole~~ power to dispose or direct the disposition of: 0  
~~Share~~d power to dispose or direct the disposition of: 8,061,326

#### LEPH III

- (a) Amount beneficially owned: 8,061,326
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 6,076,346
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 8,061,326

#### LEPH IV

- (a) Amount beneficially owned: 8,061,326
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 6,076,346
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 8,061,326

#### Darrell Crate

- (a) Amount beneficially owned: 8,061,326
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 6,076,346
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 8,061,326

#### Avshalom Kalichstein

- (a) Amount beneficially owned: 8,061,326
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 6,076,346
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 8,061,326

#### John "Jack" Murphy

- (a) Amount beneficially owned: 8,066,276
- (b) Percentage of Class: 5.9%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 6,081,296
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 8,066,276

Each of Messrs. Murphy, Crate and Kalichstein disclaims beneficial ownership of the securities reported herein.

LCS\*

- (a) Amount beneficially owned: 4,950
- (b) Percentage of Class: Less than 1%
- (c) Number of shares as to which the person has:
  - ~~Sole~~ power to vote or direct vote: 0
  - ~~Share~~d power to vote or direct vote: 4,950
  - ~~Sole~~ power to dispose or direct the disposition of: 0
  - ~~Share~~d power to dispose or direct the disposition of: 4,950

\*Amounts set forth above include only those Shares of the Issuer held in an account managed by Mr. Murphy for whom LCS acts as investment manager and do not include any other Shares of the Issuer beneficially owned by LCS for which Mr. Murphy does not have investment discretion or voting power.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

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

Various separately managed accounts for whom Levin Easterly acts as investment manager have the right to receive dividends from, and the proceeds from the sale of, 8,061,326 shares. A separately managed account for whom LCS acts as investment manager has the right to receive dividends from, and the proceeds from the sale of, 4,950 shares. Amounts set forth above include only those Shares of the Issuer held in an account managed by Mr. Murphy for whom LCS acts as investment manager and do not include any other Shares of the Issuer beneficially owned by LCS for which Mr. Murphy does not have investment discretion or voting power.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

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. Certification.

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

**SIGNATURES**

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: April 8, 2019

**LEVIN EASTERLY PARTNERS LLC**

By: /s/ Darrell Crate  
~~Name~~l Crate  
~~Chair~~man

**LE PARTNERS HOLDINGS LLC**

By: /s/ Darrell Crate  
~~Name~~l Crate  
~~Manag~~ing Director

**LE PARTNERS HOLDINGS II LLC**

By: /s/ Darrell Crate  
~~Name~~l Crate  
~~Manag~~ing Director

**LE PARTNERS HOLDINGS III LLC**

By: /s/ Darrell Crate  
~~Name~~l Crate  
~~Manag~~ing Director

**LE PARTNERS HOLDINGS IV LLC**

By: /s/ Darrell Crate  
~~Name~~l Crate  
~~Manag~~ing Director

By: /s/ Darrell Crate  
~~Name~~l Crate

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By: /s/ Avshalom Kalichstein  
~~Name~~ Avshalom Kalichstein

By: /s/ John Murphy  
~~Name~~ Murphy

**LEVIN CAPITAL STRATEGIES, LP**

By: /s/ John A. Levin  
~~Name~~ A. Levin  
~~Title~~ Chairman and Managing Member

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G dated April 8, 2019 (including amendments thereto) with respect to the Common Stock of Cott Corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement. The undersigned acknowledge that each shall be responsible for the timely filing of any amendments to such Statement, and for the completeness and accuracy of the information concerning him or her contained in such Statement and any amendments thereto, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or she knows or has reason to believe that such information is inaccurate.

Dated: April 8, 2019

LEVIN EASTERLY PARTNERS LLC

By: /s/ Darrell Crate \_\_\_\_\_  
Darrell Crate  
Chairman

LE PARTNERS HOLDINGS LLC

By: /s/ Darrell Crate \_\_\_\_\_  
Darrell Crate  
Managing Director

LE PARTNERS HOLDINGS II LLC

By: /s/ Darrell Crate \_\_\_\_\_  
Darrell Crate  
Managing Director

LE PARTNERS HOLDINGS III LLC

By: /s/ Darrell Crate \_\_\_\_\_  
Darrell Crate  
Managing Director

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LE PARTNERS HOLDINGS IV LLC

By: /s/ Darrell Crate \_\_\_\_\_  
~~Name~~ Darrell Crate  
~~Title~~ Managing Director

By: /s/ Darrell Crate \_\_\_\_\_  
~~Name~~ Darrell Crate

By: /s/ Avshalom Kalichstein \_\_\_\_\_  
~~Name~~ Avshalom Kalichstein

By: /s/ John Murphy \_\_\_\_\_  
~~Name~~ Murphy

LEVIN CAPITAL STRATEGIES, LP

By: /s/ John A. Levin \_\_\_\_\_  
~~Name~~ A. Levin  
~~Title~~ Chairman and Managing Member