

# PRIMO WATER CORP /CN/

## **FORM 8-K** (Current report filing)

Filed 04/05/17 for the Period Ending 04/05/17

|             |   |
|-------------|---|
| 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   |

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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): April 5, 2017**

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**Cott Corporation**

(Exact name of registrant as specified in its charter)

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**Canada**  
(State or other jurisdiction  
of incorporation)

**001-31410**  
(Commission  
File Number)

**98-0154711**  
(IRS Employer  
Identification No.)

**6525 Viscount Road**  
**Mississauga, Ontario, Canada**

**L4V1H6**

**5519 West Idlewild Avenue**  
**Tampa, Florida, United States**  
(Address of Principal Executive Offices)

**33634**  
(Zip Code)

**Registrant's telephone number, including area code: (905) 672-1900  
(813) 313-1800**

**N/A**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On April 5, 2017, Cott Corporation (the “Company”) issued a press release announcing that its wholly owned subsidiary, DS Services of America, Inc. (the “Issuer”), provided notice (the “Notice”) of partial redemption to the holders of its \$350,000,000 aggregate principal amount of 10.000% Second-Priority Senior Secured Notes due 2021 (the “Notes”) issued pursuant to that certain Indenture, dated August 30, 2013 (as amended, amended and restated or supplemented through the date hereof, the “Indenture”), by and among the Issuer, the Company, as a guarantor, the other guarantors party thereto from time to time and Wilmington Trust, National Association, as trustee and collateral agent. Pursuant to the Notice, the Issuer has elected to redeem \$100,000,000 in aggregate principal amount of the outstanding Notes on May 5, 2017 (the “Redemption Date”).

The redemption price of the Notes, as set forth in the Indenture, is equal to 100.000% of the principal amount of such Notes redeemed, plus the relevant Applicable Premium (as defined in the Indenture) as of, and accrued and unpaid interest thereon, if any, to, but excluding, the Redemption Date.

This Current Report on Form 8-K does not constitute a notice of redemption under the Indenture, nor an offer to tender for, or purchase, any Notes or any other security.

A copy of the press release relating to the partial redemption of the Notes is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | Press Release of Cott Corporation, dated April 5, 2017, regarding the partial redemption of DS Services of America, Inc.’s 10.000% Second-Priority Senior Secured Notes due 2021. |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cott Corporation  
(Registrant)

By: /s/ Marni Morgan Poe  
Marni Morgan Poe  
Vice President, General Counsel and Secretary

Date: April 5, 2017

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**EXHIBIT INDEX**

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|---------------------------|---|
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COTT ANNOUNCES PARTIAL REDEMPTION OF DS SERVICES OF AMERICA, INC.'S  
10.000% SECOND-PRIORITY SENIOR SECURED NOTES DUE 2021

TORONTO, ON and TAMPA, FL - (Marketwired - April 5, 2017) - Cott Corporation ("Cott") (NYSE: COT) (TSX: BCB) announced today that its wholly owned subsidiary, DS Services of America, Inc. (the "Issuer"), gave notice to Wilmington Trust, National Association, the trustee (the "Trustee") and the collateral agent under the Indenture governing its \$350,000,000 aggregate principal amount of 10.000% Second-Priority Senior Secured Notes due 2021 (the "Notes"), of its intent to redeem \$100.0 million aggregate principal amount of the currently outstanding Notes on May 5, 2017 (the "Redemption Date").

The redemption price of the Notes, as set forth in the Indenture, is equal to 100.000% of the principal amount of such Notes redeemed, plus the relevant Applicable Premium (as defined in the Indenture) as of, and accrued and unpaid interest thereon, if any, to, but excluding, the Redemption Date.

The Issuer has instructed the Trustee to send a notice of partial redemption in the name of the Issuer to all currently registered holders of the Notes.

This press release is for informational purposes only and does not constitute an offer to purchase the Notes or any other securities.

**About Cott Corporation**

Cott is a diversified beverage company with the largest volume-based national presence in the North America and European home and office bottled water delivery industry, a leader in custom coffee roasting and blending of iced tea for the U.S. foodservice industry, and one of the world's largest producers of beverages on behalf of retailers, brand owners and distributors. Cott's platform reaches over 2.3 million customers or delivery points across North America and Europe supported by strategically located sales and distribution facilities and fleets, as well as wholesalers and distributors. This enables Cott to efficiently service residences, businesses, restaurant chains, hotels and motels, small and large retailers, and healthcare facilities.

**Safe Harbor Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the completion of the partial redemption of the Notes. Forward-looking statements involve inherent risks and uncertainties and Cott cautions you that a number of important factors could cause actual results to differ materially from those contained in any such forward-looking statement. The forward-looking statements are based on assumptions regarding management's current plans and estimates. Management believes these assumptions to be reasonable but there is no assurance that they will prove to be accurate. Factors that could cause actual results to differ materially from those described in this press release include those risks and uncertainties indicated from time to time in Cott's filings with the

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Securities and Exchange Commission. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. Readers are urged to carefully review and consider the various disclosures, including but not limited to risk factors contained in Cott's Annual Report on Form 10-K and its other periodic reports filed with the Securities and Exchange Commission. Cott does not undertake to update or revise any of these statements in light of new information or future events, except as expressly required by applicable law.

**CONTACT:**

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Investor Relations  
Tel: (813) 313-1732  
Email Contact