

# PRIMO WATER CORP /CN/

Reported by  
**KITCHING STEVEN**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/19/15 for the Period Ending 02/17/15

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

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Kitching Steven</b>  (Last) (First) (Middle)  <b>5519 W IDLEWILD AVENUE</b>  (Street)  <b>TAMPA, FL 33634</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>COTT CORP /CN/ [ COT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director _____ 10% Owner <input checked="" type="checkbox"/> ___ Officer (give title below) _____ Other (specify below) <b>President-US Business Unit</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/17/2015</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> ___ Form filed by One Reporting Person <input type="checkbox"/> ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	2/17/2015		A		15181 <small>(1)</small>	A	\$0	110420	D	
Common Shares	2/17/2015		F		2726 <small>(2)</small>	D	\$7.90	107694	D	
Common Shares	2/19/2015		S		2034 <small>(3)</small>	D	\$7.86	105660	D	

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Represents performance-based restricted share units (RSUs), granted to the Reporting Person on February 21, 2012, which vested on February 17, 2015, as a result of the achievement of a specific level of cumulative pre-tax income over the three-year period ending at the end of fiscal 2014.
- (2) Pursuant to an election made by Reporting Person during an open trading window, such shares were withheld to satisfy tax withholding obligations due upon the vesting of performance-based RSUs granted to Reporting Person on February 21, 2012.
- (3) Represents shares sold pursuant to a 10b5-1 plan to satisfy tax withholding obligations due upon the vesting of performance-based RSUs granted to Reporting Person on February 21, 2012.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kitching Steven</b> <b>5519 W IDLEWILD AVENUE</b> <b>TAMPA, FL 33634</b>			<b>President-US Business Unit</b>	

**Signatures**

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

2/19/2015

\*\*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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