

# FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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>Romero Mercedes</b>  (Last) (First) (Middle)  <b>1150 ASSEMBLY DRIVE, SUITE 800</b>  (Street)  <b>TAMPA, FL 33607</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Primo Water Corp /CN/ [ PRMW ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/13/2024</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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) <b>Chief Procurement Officer</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
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**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	2/13/2024		A		7,318 (1)	A	\$14.56	27,213.819	D	
Common Shares	2/13/2024		A		4,213 (2)	A	\$14.56	31,426.819	D	
Common Shares	2/13/2024		F		2,170 (3)	D	\$14.56	29,256.819	D	
Common Shares	2/13/2024		F		1,099 (4)	D	\$14.56	27,355.332 (5)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Represents performance-based share units granted to the Reporting Person on August 31, 2020, which vested on February 13, 2024 as a result of the achievement of the performance criteria.
- (2) Represents performance-based share units granted to the Reporting Person on December 09, 2020, which vested on February 13, 2024 as a result of the achievement of the performance criteria.
- (3) Represents the number of common shares withheld to satisfy tax obligations due upon the vesting of performance-based share units granted to the Reporting Person on August 31, 2020.
- (4) Represents the number of common shares withheld to satisfy tax obligations due upon the vesting of performance-based share units granted to the Reporting Person on December 09, 2020.
- (5) Includes 309.159 shares acquired by the Reporting Person since the date of the Reporting Person's last report through the Primo Water Corporation Employee Share Purchase Plan and through dividend reinvestment under such plan and corrects 1,111.646 ESPP shares that were inadvertently double reported in a prior report.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>Romero Mercedes</b> <b>1150 ASSEMBLY DRIVE</b> <b>SUITE 800</b> <b>TAMPA, FL 33607</b>			<b>Chief Procurement Officer</b>	
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**Signatures**

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

2/15/2024

\*\*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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