

FORM 4

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

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

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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

1. Name and Address of Reporting Person * ROSENFELD ERIC (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol Primo Water Corp /CN/ [PRMW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
C/O CRESCENDO PARTNERS, 777 3RD AVENUE, 37TH FLOOR (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) 5/7/2021	
NEW YORK, NY 10022 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. 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 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	5/7/2021		A		7092 (1)	A	\$16.92	433180	D	
Common Shares								245033	I	By Crescendo Partners III, L.P. (2)
Common Shares								172687	I	By Crescendo Partners II, L.P. Series II (3)

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:

- Common Shares were issued pursuant to the Amended and Restated Primo Water Corporation Equity Incentive Plan in payment of the reporting person's annual director fee. The number of shares was calculated by dividing \$120,000 (the cash amount of the annual director fee) by \$16.92 (the closing price of the Common Shares on the New York Stock Exchange on May 7, 2021).
- As President and Chief Executive Officer of Crescendo Partners, L.P., Mr. Rosenfeld may be deemed to beneficially own the 245,033 Common Shares owned by Crescendo Partners III, L.P. Mr. Rosenfeld disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Rosenfeld is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- As President and Chief Executive Officer of Crescendo Partners, L.P., Mr. Rosenfeld may be deemed to beneficially own the 172,687 Common Shares owned by Crescendo Partners II, L.P. Series II. Mr. Rosenfeld disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Rosenfeld is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Reporting Owners

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

C/O CRESCENDO PARTNERS 777 3RD AVENUE, 37TH FLOOR NEW YORK, NY 10022	X			
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Signatures

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

5/11/2021

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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