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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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**PRIMO WATER CORPORATION**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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PRIMO WATER CORPORATION  
1500 ASSEMBLY DRIVE  
SUITE 800  
TAMPA, FLORIDA 33607

V40697-P09706

# Your **Vote** Counts!

## PRIMO WATER CORPORATION

2024 Annual Meeting  
Vote by May 7, 2024 11:59 PM ET. For shares held in an  
Employee Share Purchase Plan,  
vote by April 30, 2024 11:59 PM ET



## You invested in PRIMO WATER CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareowners meeting to be held on May 8, 2024.**

### Get informed before you vote

View the Notice & Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 24, 2024. If you would like to request a copy of the material(s) for this and/or future shareowners meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

May 8, 2024  
8:00 a.m. (local time in Tampa, Florida)

Virtually at:  
[www.virtualshareholdermeeting.com/PRMW2024](http://www.virtualshareholdermeeting.com/PRMW2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareowners meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. <b>Election of Directors.</b> A "WITHHOLD" vote on any nominee will not be counted as a "FOR" vote.	
<b>Nominees:</b>	
1a. Britta Bomhard	✔ For
1b. Susan E. Cates	✔ For
1c. Eric J. Foss	✔ For
1d. Jerry Fowden	✔ For
1e. Derek R. Lewis	✔ For
1f. Lori T. Marcus	✔ For
1g. Billy D. Prim	✔ For
1h. Robbert Rietbroek	✔ For
1i. Archana Singh	✔ For
1j. Steven P. Stanbrook	✔ For
2. <b>Appointment of Independent Registered Certified Public Accounting Firm.</b> Appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm.	✔ For
3. <b>Non-Binding Advisory Vote on Executive Compensation.</b> Approval, on a non-binding advisory basis, of the compensation of Primo Water Corporation's named executive officers.	✔ For
4. <b>Shareholder Rights Plan.</b> Confirmation, ratification and approval of Primo Water Corporation's Shareholder Rights Plan.	✔ For
5. <b>Amendment No. 4 to 2018 Equity Incentive Plan.</b> Approval of Amendment No. 4 to Primo Water Corporation's 2018 Equity Incentive Plan.	✔ For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".