

[] 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## 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 *				. Issue	er Name	and Tick	er or	Tradi	ng Symb		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
OK STEV	VEN P		]	rim	o Wat	er Corp	/C	N/ [ P	RMW	]		,				
		Aiddle)	3	. Date	of Earl	iest Transa	actio	n (MM/	DD/YYYY	)	_X_ Director		109	6 Owner		
(Last) (First) (Middle)											Officer (gi	Officer (give title below) Other (specify below)				
) WATE	R					5/7	7/20	21								
TION, 42	221 WE	ST BC	ΟY													
(Str	eet)		4	. If A	mendme	ent, Date C	)rigi	nal Fil	ed (MM/D	D/YY	(Y) 6. Individual	or Joint/G	roup Filing	(Check App	licable Line)	
33607											X Form filed l	ov One Reno	ting Person			
· ·				!								Form filed by More than One Reporting Person				
	, ,	17									l .					
		Table	I - Non-D	erivat	tive Sec	urities Ac	quir	ed, Di	sposed o	f, or	Beneficially Own	ed				
1.Title of Security (Instr. 3)		2. Trans. Dat			3. Trans. Co (Instr. 8)	ode					lowing Reported Transaction(s)			7. Nature of Indirect Beneficial		
						Code	V	Amour	(A) or	Pric	e				Ownership (Instr. 4)	
			5/7/2021			A		+	_ ` ′	\$16.9	22	43253		D		
								!			<del>- !</del>					
Tal	ble II - De	erivative	e Securitio	s Ben	eficially	Owned (	(e.g.,	puts,	calls, wa	rran	ts, options, conve	rtible sec	urities)			
2. Conversion or Exercise Price of Derivative	Date	Execution	on (Instr.	r. 8) Deriva Acqui Dispos		ve Securities d (A) or d of (D)		6. Date Exercisable and Expiration Date		Secur Deriv	ities Underlying ative Security	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Security			Cod	· V	(A)	(D)			Expiration Date	Title	Amount or Number of Shares		Reported	or Indirect		
	OK STEV (Firs  O WATE TION, 42  OULEVAI (Str  L 33607 City) (St	Conversion or Exercise Price of Derivative (No. (First) (No. (No. (First) (No. (No. (First) (No.	Conversion or Exercise Price of Derivative (Sirest) (Middle) (Midd	OK STEVEN P  (First) (Middle)  OWATER TION, 4221 WEST BOY OULEVARD (Street)  4  L 33607 City) (State) (Zip)  Table I - Non-D  2. Trans. Date  5/7/2021  Table II - Derivative Securitie  2. Conversion or Exercise Price of Derivative Derivative  3 Trans. Date  4 Trans. Date  A Trans. Date  A Trans. Date  A Trans. Date  Date, if any	OK STEVEN P  (First) (Middle)  3. Date  OWATER TION, 4221 WEST BOY OULEVARD  (Street)  4. If And  2. Trans. Date  3. Trans. Date  4. Trans. Code (Instr. 8) Derivative  Derivative  Derivative  A. Trans. Code (Instr. 8)	OK STEVEN P  (First) (Middle)  3. Date of Earl  OWATER TION, 4221 WEST BOY  OULEVARD  (Street)  4. If Amendme  2. Table II - Non-Derivative Sec  2. Trans. Date Execution Date, if any    2. Conversion or Exercise Price of Derivative Price of Deriv	Code  Table II - Derivative Securities Beneficially Owned  Table II - Derivative Secu	Primo Water Corp /Cl 3. Date of Earliest Transaction  DWATER TION, 4221 WEST BOY  OULEVARD  (Street)  Table I - Non-Derivative Securities Acquir  2. Trans. Date Execution Date, if any  Table II - Derivative Securities Beneficially Owned (e.g., 1/2021)  Table II - Derivative Securities Beneficially Owned (e.g., 1/2021)  Table II - Derivative Securities Beneficially Owned (e.g., 1/2021)  A  Table II - Derivative Securities Beneficially Owned (e.g., 1/2021)  A  Table II - Derivative Securities Beneficially Owned (e.g., 1/2021)  A  Table II - Derivative Securities Beneficially Owned (e.g., 1/2021)  A  Date  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date	Primo Water Corp /CN/ [Page 2]  (First) (Middle)  3. Date of Earliest Transaction (MM/2004 TION, 4221 WEST BOY  (Street)  4. If Amendment, Date Original File  (Street)  4. If Amendment, Date Original File  2. Trans. Date  2. Trans. Date  2. Trans. Date  2. Trans. Date  3. Trans. Code (Instr. 8)  (Instr. 8	Primo Water Corp /CN/ [PRMW]  3. Date of Earliest Transaction (MM/DD/YYYY)  DWATER TION, 4221 WEST BOY  (Street)  4. If Amendment, Date Original Filed (MM/DD/ST)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, was acquired)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, was acquired)  A Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, was acquired)  A Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, was acquired)  A Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, was acquired)  A Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, was acquired)  A Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, was acquired)  Conversion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Primo Water Corp /CN/ [PRMW]  3. Date of Earliest Transaction (MM/DD/YYYY)  DWATER TION, 4221 WEST BOY ULEVARD  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYY)  Table I - Non-Derivative Securities Acquired, Disposed of, or  2. Trans. Date Execution Date, if any  2. Trans. Date Size Date Execution Date, if any  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warran Date, if any Date Expiration Date, if any Date Expiration Date Course of Derivative Security    Date   Date   Date   Expiration Date   Expiration Date   Expiration Triats	Check all ap    Check all ap   Check all ap   Check all ap   X_Director Officer (gi   Street   S/7/2021	Check all applicable)  Note of Earliest Transaction (MM/DD/YYYY)  No	Check all applicable)    Check all applicable   Check all applicable	Check all applicable   X_Director	

#### **Explanation of Responses:**

(1) 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).

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
STANBROOK STEVEN P C/O PRIMO WATER CORPORATION 4221 WEST BOY SCOUT BOULEVARD TAMPA, FL 33607	X						

#### **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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.