

# PRIMO WATER CORP /CN/ Reported by MONAHAN GREGORY R

### FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 05/12/20 for the Period Ending 05/08/20

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 12/02



[] 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

Name and Address of Reporting Person *				2. 1	Issue	r Name	and Tick	cer o	r Tradii	ng Symb		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
					Pr	imo	Wat	er Corp	/C	N/ [ P	RMW		,					
(Last) (First) (Middle)				3. ]	Date	of Earl	iest Trans	actio	on (MM/	DD/YYYY	X_ Director	X_ Director 10% Owner  Officer (give title below) Other (specify below)						
C/O CRESCENDO PARTNERS, 777 3RD AVENUE, 37TH FLOOR								5/8	8/2(	020		3.000 (g.		,	(«թ)	,		
(Street)					4. ]	4. If Amendment, Date Original Filed (MM/DD/YYYY)							YY) 6. Individual	6. Individual or Joint/Group Filing (Check Applicable Line)				
NEW YORK, NY 10022 (City) (State) (Zip)														X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
				I - No	on-Dei	rivati	ive Sec	urities Ac	equi	red, Di	sposed o	f, or	Beneficially Own	ed		_		
1. Title of Security (Instr. 3)				2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	ode	or Dispo	rities Acqui osed of (D) , 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	V	Amoun	(A) or (D)	Pric	e			(I) (Instr. 4)	(msu. 4)	
Common Shares				5/8/2	020			A		10610	<u>l)</u> A	\$11.3	1	129349		D		
Common Shares												1	12000 (2)			By Jamarant Capital, L.P.		
	Tak	ole II - De	rivative	e Secu	ırities	Bene	eficially	Owned	(e.g.	, puts,	calls, wa	rran	ts, options, conve	rtible secu	urities)	•		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Dee Execution Date, if	on (Instr.		Acquire Dispose		ve Securities l (A) or		6. Date Exercisable and Expiration Date		Secur Deriv	e and Amount of ties Underlying ative Security 3 and 4)	Underlying Derivative Security Security		Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security				Code	V	(A)	(D)	Dat Exe	te ercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		

#### **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 \$11.31 (the closing price of the Common Shares on the New York Stock Exchange on May 8, 2020).
- (2) The reported shares are owned by Jamarant Capital, L.P., of which Mr. Monahan is a Managing Member. Mr. Monahan disclaims beneficial ownership of the reported shares, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Monahan is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Monahan Gregory R C/O CRESCENDO PARTNERS 777 3RD AVENUE, 37TH FLOOR NEW YORK, NY 10022	X						

#### **Signatures**

/s/ Marni Morgan Poe, Attorney-in-Fact 5/12/2020

\*\*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.