

PRIM BILLY D
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRIM BILLY D

2. Issuer Name and Ticker or Trading Symbol
Primo Water Corp [PRMW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

101 NORTH CHERRY STREET, SUITE 501

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WINSTON-SALEM, NC 27101

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or (D) Price		
Common Stock	03/09/2018		A		16,452 (1)	A	\$ 0 1,508,733 D
Common Stock	03/09/2018		F		5,152 (2)	D	\$ 11.95 1,503,581 D
Common Stock	03/12/2018		F		1,747 (3)	D	\$ 11.95 1,501,834 D
Common Stock							8,032 I See Footnote (4)
Common Stock							4,791 I See Footnote

Common Stock	4,791	I	<u>(5)</u> See Footnote <u>(6)</u>
Common Stock	23,957	I	See Footnote <u>(7)</u>
Common Stock	23,957	I	See Footnote <u>(8)</u>
Common Stock	4,791	I	See Footnote <u>(9)</u>
Common Stock	4,791	I	See Footnote <u>(10)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(11)</u>	03/09/2018		A	9,000	<u>(12)</u>	<u>(12)</u>	Common Stock	9,000

Reporting Owners

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

PRIM BILLY D
101 NORTH CHERRY STREET
SUITE 501
WINSTON-SALEM, NC 27101

X

Executive Chairman

Signatures

/s/ Billy D. Prim by Michael H. Hutson,
attorney-in-fact

03/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These restricted stock units may only be settled in stock and vest immediately.
- (2) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 9, 2018.
- (3) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 11, 2018.
- (4) Held by Mr. Prim's spouse.
- (5) Held by Billy D. Prim Revocable Trust of which Mr. Prim is the sole trustee.
- (6) Held by BD Prim, LLC of which Mr. Prim is the sole manager.
- (7) Held by 2010 Irrevocable Trust fbo Sarcanda Westmoreland Bellisimo of which Mr. Prim is the sole trustee.
- (8) Held by 2010 Irrevocable Trust fbo Anthony Gray Westmoreland of which Mr. Prim is the sole trustee.
- (9) Held by 2010 Irrevocable Trust fbo Jager Gralyn Dean Bellisimo of which Mr. Prim is the sole trustee.
- (10) Held by 2010 Irrevocable Trust fbo Joseph Alexander Bellisimo of which Mr. Prim is the sole trustee.
- (11) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (12) These restricted stock units vest in equal annual installments on March 9 of 2019, 2020 and 2021.

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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