

Primo Water Corp  
Form 4  
March 22, 2017

# 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**

(Last) (First) (Middle)

101 NORTH CHERRY STREET, SUITE 501

(Street)

WINSTON-SALEM, NC 27101

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/10/2017**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman, CEO and President

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. 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/10/2017		F	1,839 (1) D \$ 14.33	2,354,253	D	
Common Stock	03/20/2017		A	2,549 (2) A \$ 0	2,356,802	D	
Common Stock	03/20/2017		F	875 (3) D \$ 14.03	2,355,927	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.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(11)</u>	03/20/2017		A	9,000	<u>(12)</u>	<u>(12)</u>	Common Stock	9,000
Deferred Stock Units	<u>(13)</u>	03/20/2017		A	414,725	<u>(14)</u>	<u>(14)</u>	Common Stock	414,725

## 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

Chairman,  
CEO and  
President

## Signatures

/s/ David J. Mills by power of attorney for Billy D.  
Prim

03/22/2017

\_\_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) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 10, 2017.
- (2) These restricted stock units may only be settled in stock and vest immediately.
- (3) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 20, 2017.
- (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 20 of 2018, 2019 and 2020.
- (13) Each deferred stock unit has a value as of a given date equal to the fair market value of one share of Primo Water Corporation common stock.
- (14) Represents deferred stock units granted on March 20, 2017 in connection with the achievement of the second adjusted EBITDA target under the Primo Water Corporation Amended and Restated Value Creation Plan. These deferred stock units are to be delivered in equal annual installments in January of each of 2018, 2019, 2020, 2021 and 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.