

Primo Water Corp
Form 8-K
May 07, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 1, 2014

PRIMO WATER CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 001-34850 30-0278688
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

104 Cambridge Plaza Drive
Winston-Salem, NC 27104
(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: 336-331-4000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On May 7, 2014, Primo Water Corporation (the “Company”) issued a press release announcing its financial results for the quarter ended March 31, 2014. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 2.02 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on May 1, 2014. The certified results of the matters voted upon at the meeting, which are more fully described in the Company’s proxy statement, are as follows:

Proposal 1 – Election of the two directors nominated by the Company’s Board of Directors as Class I directors to serve until the 2014 annual meeting of stockholders:

| | For | Withheld | Broker Non-Votes |
|-----------------|-----------|----------|------------------|
| Billy D. Prim | 9,715,490 | 36,624 | 11,786,534 |
| Jack C. Kilgore | 9,708,769 | 45,345 | 11,786,534 |

Proposal 2 – Advisory vote on the compensation paid to the Company’s named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|-----------|------------------|
| 7,996,493 | 127,957 | 1,629,664 | 11,786,534 |

Proposal 3 – Ratification of the Audit Committee’s appointment of McGladrey LLP as the Company’s independent registered public accounting firm for 2014:

| For | Against | Abstain |
|------------|---------|---------|
| 21,201,682 | 22,991 | 315,975 |

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

The following exhibit is furnished herewith:

| Exhibit No. | Exhibit Description |
|-------------|----------------------------------|
| 99.1 | Press Release dated May 7, 2014. |

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRIMO WATER
CORPORATION

Date: May 7, 2014 By: /s/ Mark Castaneda
Name: Mark Castaneda
Title: Chief Financial Officer

SECURITIES AND EXCHANGE COMMISSION
Washington, DC

EXHIBITS

CURRENT REPORT
ON
FORM 8-K

Date of Event Reported: Commission File No:
May 1, 2014 001-34850

PRIMO WATER CORPORATION

EXHIBIT INDEX

Exhibit No. Exhibit Description

99.1 Press Release dated
May 7, 2014.
