

COTT CORP /CN/  
Form S-8  
May 21, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**Cott Corporation**

(Exact name of Registrant as specified in its charter)

**Canada**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**6525 Viscount Road**  
**Mississauga, Ontario, Canada**  
**5519 West Idlewild Avenue**

**None**  
(I.R.S. Employer  
Identification Number)

**L4V 1H6**  
**33634**

**Tampa, Florida, United States**  
(Address of principal executive offices)

(Zip Code)

**AMENDED AND RESTATED COTT CORPORATION EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Marni Morgan Poe**

**Vice President, General Counsel and Secretary**

**Cott Corporation**

**5519 West Idlewild Avenue**

**Tampa, Florida, United States 33634**

**(813) 313-1800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**H. John Michel, Jr.**  
**Drinker Biddle & Reath LLP**  
**One Logan Square, Suite 2000**  
**Philadelphia, Pennsylvania 19103-6996**

**Neil Sheehy**  
**Goodmans LLP**  
**Bay Adelaide Centre**  
**333 Bay Street, Suite 3400**  
**Toronto, ON M5H 2S7**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed	Proposed	Amount of Registration Fee (2)
		Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price (2)	
Common Shares, no par value	8,000,000	\$8.91	\$71,240,000	\$9,717.14

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Shares that become issuable under the Amended and Restated Cott Corporation Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding Common Shares.
- (2) Pursuant to 457(h) under the Securities Act of 1933, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purposes of calculating the registration fee required under Section 6(b) of the Securities Act of 1933 and are based upon the average of the high and low prices for a common share of the Registrant on the New York Stock Exchange on May 17, 2013.

**EXPLANATORY NOTE**

This Registration Statement registers additional securities of the same class as other securities for which the registration statement filed on Form S-8 (SEC File No. 333-166507) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-166507) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

**PART II**

**ITEM 8. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amended and Restated Cott Corporation Equity Incentive Plan (incorporated by reference to Appendix B of the Registrant's Definitive Proxy Statement on Schedule 14A, filed on March 28, 2013).
5.1	Opinion of Drinker Biddle & Reath LLP (filed herewith).
5.2	Opinion of Goodmans LLP (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).
23.2	Consent of Drinker Biddle & Reath LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida, on May 21, 2013.

COTT CORPORATION

By: /s/ Marni Morgan Poe  
**Marni Morgan Poe**  
**Vice President, General Counsel and Secretary**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors and officers of Cott Corporation hereby severally constitutes and appoints Jay Wells and Marni Poe, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, each with full power of substitution for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<p>/s/ Jerry Fowden  <b>Jerry Fowden</b>  <b>Director and Chief Executive Officer</b>  <b>(Principal Executive Officer)</b></p>	<p>Date: May 21, 2013</p>	<p>/s/ Jay Wells  <b>Jay Wells</b>  <b>Chief Financial Officer</b>  <b>(Principal Financial Officer)</b></p>	<p>Date: May 21, 2013</p>
<p>/s/ Gregory Leiter  <b>Gregory Leiter</b>  <b>Senior Vice President, Chief Accounting</b>  <b>Officer, and Assistant Secretary</b>  <b>(Principal Accounting Officer)</b></p>	<p>Date: May 21, 2013</p>	<p>/s/ Mark Benadiba  <b>Mark Benadiba</b>  <b>Director</b></p>	<p>Date: May 21, 2013</p>
<p>/s/ George Burnett  <b>George A. Burnett</b>  <b>Director</b></p>	<p>Date: May 21, 2013</p>	<p>/s/ David Gibbons  <b>David T. Gibbons</b>  <b>Chairman, Director</b></p>	<p>Date: May 21, 2013</p>
<p>/s/ Stephen Halperin  <b>Stephen H. Halperin</b>  <b>Director</b></p>	<p>Date: May 21, 2013</p>	<p>/s/ Betty Jane Hess  <b>Betty Jane Hess</b>  <b>Director</b></p>	<p>Date: May 21, 2013</p>

/s/ Gregory Monahan  
**Gregory Monahan**  
**Director**

Date: May 21, 2013

/s/ Mario Pilozzi  
**Mario Pilozzi**  
**Director**

Date: May 21, 2013

/s/ Andrew Prozes  
**Andrew Prozes**  
**Director**

Date: May 21, 2013

/s/ Eric Rosenfeld  
**Eric Rosenfeld**  
**Director**

Date: May 21, 2013

/s/ Graham Savage  
**Graham Savage**  
**Director**

Date: May 21, 2013

**COTT CORPORATION**

**REGISTRATION STATEMENT ON FORM S-8**

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amended and Restated Cott Corporation Equity Incentive Plan (incorporated by reference to Appendix B of the Definitive Proxy Statement on Schedule 14A, filed on March 28, 2013).
5.1	Opinion of Drinker Biddle & Reath LLP (filed herewith).
5.2	Opinion of Goodmans LLP (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).
23.2	Consent of Drinker Biddle & Reath LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).