

Primo Water Corp
Form 3
March 08, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â MCINERNEY BRIAN H | | | 03/02/2017 | Primo Water Corp [PRMW] | | |
| (Last) | (First) | (Middle) | | | | |
| 101 NORTH CHERRY STREET,Â SUITE 501 | | | | | | |
| | (Street) | | | (Check all applicable) | | |
| WINSTON-SALEM,Â NCÂ 27101 | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | | EVP and President of Refill | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 114,964 ⁽¹⁾ | I | Held in McInerney Family Trust dtd 5/10/04 |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|--|
|---|---|---|---|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|----------------------------|----------|---------------------------------------|--|
| Stock Option (Right to Buy) | Â (2) | 12/28/2026 | Common Stock | 50,000 | \$ 12.56 | D Â |
| Warrant (Right to Buy) | Â (3) | 12/12/2021 | Common Stock | 72,338 | \$ 11.88 | I Held in McInerney Family Trust dtd 5/10/04 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCINERNEY BRIAN H 101 NORTH CHERRY STREET SUITE 501 WINSTON-SALEM, NC 27101 | Â | Â | Â EVP and President of Refill | Â |

Signatures

/s/ Brian H. McInerney 03/08/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- The McInerney Family Trust Dated May 10, 2004 (the "Trust") acquired 114,964 shares of Primo Water Corporation's ("Primo") common stock in connection with the acquisition of Glacier Water Services, Inc. ("Glacier") by Primo on December 12, 2016 (the "Merger"). For each share of Glacier common stock, the Trust received approximately \$12.18 in cash, 0.87 of a share of Primo common stock, and a warrant to purchase 0.55 of a share of Primo common stock. Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") entered into on October 9, 2016, 81,625 of such shares of Primo common stock received by the Trust were deposited into escrow and are subject to forfeiture during the one-year period ending on December 12, 2017 to satisfy claims with respect to breaches, violations or non-fulfillment of covenants or agreements by Glacier and breaches of or inaccuracies in Glacier's representations or warranties contained in the Merger Agreement.
- (1) These stock options vest in equal annual installments on December 28 of each of 2017, 2018, 2019 and 2020.
 - (2) The warrants vest and become exercisable as follows: one-third of the warrants will vest on each of June 12, 2017, September 12, 2017 and December 12, 2017.

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.