

COTT CORP /CN/  
Form 8-K  
May 03, 2018

**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, 2018**

**Cott Corporation**

**(Exact name of registrant as specified in its charter)**

<b>Canada</b>	<b>001-31410</b>	<b>98-0154711</b>
<b>(State or other jurisdiction of incorporation)</b>	<b>(Commission File Number)</b>	<b>(IRS Employer Identification No.)</b>

**1200 Britannia Rd., East**

**L4W 4T5**

**Mississauga, Ontario, Canada**

**Corporate Center III**

**33607**

**4221 W. Boy Scout Blvd., Suite 400**

**Tampa, Florida, United States**  
**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (813) 313-1732**

N/A

**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



**Item 2.02. Results of Operations and Financial Condition.**

On May 3, 2018, Cott Corporation (the “Company”) issued a press release reporting financial results for the fiscal quarter ended March 31, 2018. A copy of the press release is furnished herewith under the Securities Exchange Act of 1934, as amended, as Exhibit 99.1 to this Form 8-K and is incorporated by reference into this Item 2.02 as if fully set forth herein.

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

The Company’s Annual and Special Meeting of Shareowners (the “Meeting”) was held on Tuesday, May 1, 2018. As at the record date of March 12, 2018, 140,149,900 common shares were outstanding and entitled to notice of and to vote at the Meeting.

*Election of Directors*

At the Meeting, shareowners approved the election of Jerry Fowden, David T. Gibbons, Stephen H. Halperin, Betty Jane Hess, Kenneth C. Keller, Jr., Gregory R. Monahan, Mario Pillozzi, Eric S. Rosenfeld and Graham W. Savage to serve for the ensuing year and until their respective successors are elected.

	<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
Jerry Fowden	105,406,196	-	538,554	6,406,785
David T. Gibbons	103,919,346	-	2,025,404	6,406,785
Stephen H. Halperin	94,071,804	-	11,872,946	6,406,785
Betty Jane Hess	104,262,952	-	1,681,798	6,406,785
Kenneth C. Keller, Jr.	105,653,195	-	291,555	6,406,785
Gregory R. Monahan	104,709,915	-	1,234,835	6,406,785

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Mario Pilozzi	105,012,455	-	932,295	6,406,785
Eric S. Rosenfeld	76,974,738	-	28,970,012	6,406,785
Graham W. Savage	105,415,867	-	528,883	6,406,785

*Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Certified Public Accounting Firm*

At the Meeting, shareowners approved the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered certified public accounting firm for its 2018 fiscal year.

**For**            **Against** **Withhold** **Broker non-votes**

111,070,075 302,592 978,868 -

*Advisory Vote on Executive Compensation*

At the Meeting, shareowners approved, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including Compensation Discussion and Analysis, compensation tables and narrative discussion.

<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
103,258,725	1,957,618	728,404	6,406,788

*Cott Corporation 2018 Equity Incentive Plan*

At the Meeting, shareowners approved the Cott Corporation 2018 Equity Incentive Plan.

<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
97,705,192	7,537,278	702,279	6,406,786

*Cott Corporation Shareholder Rights Plan*

At the Meeting, shareowners approved the Cott Corporation Shareholder Rights Plan.

<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
96,122,265	9,095,571	726,913	6,406,786

*Amendment to Articles of Incorporation (Change of Registered Office Address)*

At the Meeting, shareowners approved the amendment to the Company's Articles of Incorporation to change the Company's registered office address from Quebec to Ontario.

**For                    Against    Withhold    Broker non-votes**

105,860,204   31,648   52,898   6,406,785

*Amendments to Articles of Incorporation and By-Laws (Place of Meetings)*

At the Meeting, shareowners approved the amendments to the Company's Articles of Incorporation and By-Laws to allow for meetings of shareowners to take place in such locations as the directors of the Company may determine, either inside or outside of Canada.

**For                    Against    Withhold    Broker non-votes**

105,336,704   48,264   559,781   6,406,786

**Item 8.01. Other Events**

On May 2, 2018, the Company announced that the Board of Directors declared a dividend of US\$0.06 per common share, payable in cash on June 13, 2018 to shareowners of record at the close of business on June 1, 2018.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.    Description**

99.1                    Press Release of Cott Corporation, dated May 3, 2018 (furnished herewith).

**SIGNATURES**

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.

Cott Corporation  
(Registrant)

May 3, 2018

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