Primo Water Corp Form 3 March 08, 2017

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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 3. Issuer Name and Ticker or Trading Symbol Requiring Statement MCINERNEY BRIAN H Primo Water Corp [PRMW] (Month/Day/Year) (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original 03/02/2017 Person(s) to Issuer Filed(Month/Day/Year) 101 NORTH CHERRY (Check all applicable) STREET, SUITE 501 (Street) 6. Individual or Joint/Group Director 10% Owner Filing(Check Applicable Line) X Officer Other _X_ Form filed by One Reporting (give title below) (specify below) Person WINSTON-SALEM, NCÂ 27101 EVP and President of Refill Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Held in McInerney Family Trust Common Stock 114,964 (1) Ι dtd 5/10/04 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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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) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Derivative Security (Instr. 4) Price of Derivative Security Title	ise Form of Derivative	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)	(2)	12/28/2026	Common Stock	50,000	\$ 12.56	D	Â
Warrant (Right to Buy)	(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	EVP and President of Refill	Â		

Signatures

/s/ Brian H.

McInerney

**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
- (1) 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.
- (2) These stock options vest in equal annual installments on December 28 of each of 2017, 2018, 2019 and 2020.
- (3) 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.

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