

Hass David W.
Form 4
January 12, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Hass David W.

(Last) (First) (Middle)

101 NORTH CHERRY STREET,
SUITE 501

(Street)

WINSTON-SALEM, NC 27101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Primo Water Corp [PRMW]

3. Date of Earliest Transaction
(Month/Day/Year)

01/10/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Strategy Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/31/2017		A	V 643 ⁽¹⁾ A \$ 10.44	80,888	D	
Common Stock	01/10/2018		M	29,095 ⁽²⁾ A \$ 0	109,983	D	
Common Stock	01/10/2018		M	16,620 ⁽²⁾ A \$ 0	126,603	D	
Common Stock	01/10/2018		F	20,472 ⁽³⁾ D \$ 0	106,131	D	
Common Stock					4,750	I	See Footnote ⁽⁴⁾

Common Stock	16,401	I	See Footnote (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
					Code	V	(A)	(D)	
Deferred Stock Units	(6)	01/10/2018		M	29,095	(7)	(7)	Common Stock	29,095
Deferred Stock Units	(6)	01/10/2018		M	16,620	(8)	(8)	Common Stock	16,620

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hass David W. 101 NORTH CHERRY STREET, SUITE 501 WINSTON-SALEM, NC 27101			Chief Strategy Officer	

Signatures

/s/ David J. Mills by power of attorney for David W. Hass
01/12/2018

 **Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

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- (1) These shares were acquired under the Primo Water Corporation Employee Stock Purchase Plan, as amended, in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) Represents shares of common stock received upon vesting of deferred stock units on January 10, 2018.
- (3) Shares withheld to satisfy tax withholding requirements on the vesting of deferred stock units on January 10, 2018.
These shares of common stock are owned by HB Capital LLC, of which David Hass is a member. Mr. Hass may be deemed an indirect
- (4) beneficial owner of the securities held directly by HB Capital LLC. Mr. Hass disclaims beneficial ownership of the securities held directly by HB Capital LLC, except to the extent of his pecuniary interest therein.
- (5) Held by David W. Hass Living Trust, of which David Hass is a trustee.
- (6) Each deferred stock unit has a value as of a given date equal to the fair market value of one share of Primo Water Corporation common stock.
- (7) 29,095 deferred stock units were delivered on January 10, 2018. The remaining 87,286 deferred stock units are to be delivered in equal annual installments in January of each of 2019, 2020 and 2021.
- (8) 16,620 deferred stock units were delivered on January 10, 2018. The remaining 49,860 deferred stock units are to be delivered in equal annual installments in January of each of 2019, 2020 and 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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