

CD&R INVESTMENT ASSOCIATES VI INC  
 Form 3  
 December 02, 2010

**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 \*

Â CULLIGAN  
 INTERNATIONAL Co

(Last) (First) (Middle)

9399 WEST HIGGINS  
 ROAD,Â SUITE 1100

(Street)

ROSEMONT,Â ILÂ 60018

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 11/22/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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	2,587,500	D	Â
Common Stock	2,587,500	I	See Footnote <sup>(1)</sup>
Common Stock	2,587,500	I	See Footnote <sup>(1)</sup>
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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULLIGAN INTERNATIONAL Co 9399 WEST HIGGINS ROAD SUITE 1100 ROSEMONT, IL 60018	^	^ X	^	^
CULLIGAN HOLDING INC. C/O CULLIGAN INTERNATIONAL COMPANY 9399 WEST HIGGINS ROAD, SUITE 1100 ROSEMONT, IL 60018	^	^ X	^	^
CULLIGAN HOLDING Co B.V. C/O CULLIGAN INTERNATIONAL COMPANY 9399 WEST HIGGINS ROAD, SUITE 1100 ROSEMONT, IL 60018	^	^ X	^	^
CULLIGAN HOLDING S.AR.L. C/O CULLIGAN INTERNATIONAL COMPANY 9399 WEST HIGGINS ROAD, SUITE 1100 ROSEMONT, IL 60018	^	^ X	^	^
CULLIGAN INTERNATIONAL S.AR.L. C/O CULLIGAN INTERNATIONAL COMPANY 9399 WEST HIGGINS ROAD, SUITE 1100 ROSEMONT, IL 60018	^	^ X	^	^
CULLIGAN INVESTMENTS S.AR.L. C/O CULLIGAN INTERNATIONAL COMPANY 9399 WEST HIGGINS ROAD, SUITE 1100 ROSEMONT, IL 60018	^	^ X	^	^
	^	^ X	^	^

CULLIGAN LTD.  
 CANON'S COURT  
 22 VICTORIA STREET  
 HAMILTON,Â D0Â HM 12

CLAYTON DUBILIER & RICE FUND VI L P  
 UGLAND HOUSE  
 113 SOUTH CHURCH STREET  
 GEORGE TOWN,Â E9Â BWI

Â Â X Â Â

CD&R ASSOCIATES VI L P  
 UGLAND HOUSE  
 113 SOUTH CHURCH STREET  
 GEORGE TOWN,Â E9Â BWI

Â Â X Â Â

CD&R INVESTMENT ASSOCIATES VI INC  
 UGLAND HOUSE  
 113 SOUTH CHURCH STREET  
 GEORGE TOWN,Â E9Â BWI

Â Â X Â Â

## Signatures

Culligan International Company by /s/ Susan E. Bennett, Senior Vice President, General Counsel & Secretary 12/02/2010

\_\_Signature of Reporting Person Date

Culligan Holding Inc. by /s/ Susan E. Bennett, Senior Vice President, General Counsel & Secretary 12/02/2010

\_\_Signature of Reporting Person Date

Culligan Holding Company B.V. by /s/ Mark A. Seals, Managing Director A 12/02/2010

\_\_Signature of Reporting Person Date

Culligan Holding S.?r.l. by /s/ Susan E. Bennett, Manager 12/02/2010

\_\_Signature of Reporting Person Date

Culligan International S.?r.l. by /s/ Susan E. Bennett, Manager 12/02/2010

\_\_Signature of Reporting Person Date

Culligan Investments S.?r.l. by /s/ Susan E. Bennett, Manager 12/02/2010

\_\_Signature of Reporting Person Date

Culligan Ltd. by /s/ Susan E. Bennett, Senior Vice President, General Counsel & Assistant Secretary 12/02/2010

\_\_Signature of Reporting Person Date

See (a) in Remarks below 12/02/2010

\_\_Signature of Reporting Person Date

See (b) in Remarks below 12/02/2010

\_\_Signature of Reporting Person Date

See (c) in Remarks below 12/02/2010

\_\_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).
- Reflects shares held directly by Culligan International Company. Culligan International Company is a wholly-owned subsidiary of Culligan Holding Inc., which is a wholly-owned subsidiary of Culligan Holding Company B.V., which is a wholly-owned subsidiary of Culligan Holding S.?r.l., which is a wholly-owned subsidiary of Culligan International S.?r.l., which is a wholly-owned subsidiary of Culligan Ltd. Clayton, Dubilier & Rice Fund VI Limited Partnership owns approximately 77.8% of the outstanding voting securities of Culligan Ltd. CD&R Associates VI Limited Partnership is the general partner of Clayton, Dubilier & Rice Fund VI Limited Partnership, and CD&R Investment Associates VI, Inc. is the general partner of CD&R Associates VI Limited Partnership. Each of CD&R Associates VI Limited Partnership and CD&R Investment Associates VI, Inc. expressly disclaims beneficial ownership of the shares held directly by Culligan.

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### Remarks:

(a)Â Clayton,Â DubilierÂ &Â RiceÂ FundÂ VIÂ LimitedÂ PartnershipÂ byÂ CD&RÂ AssociatesÂ VIÂ LimitedÂ Partners

(b)Â CD&RÂ AssociatesÂ VIÂ LimitedÂ PartnershipÂ byÂ CD&RÂ InvestmentÂ AssociatesÂ VI,Â Inc.,Â itsÂ generalÂ p

(c)Â CD&RÂ InvestmentÂ AssociatesÂ VI,Â Inc.Â byÂ /s/Â TheresaÂ A.Â Gore,Â ViceÂ President,Â TreasurerÂ andÂ As

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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