

PRIM BILLY D
Form 4
March 12, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRIM BILLY D

(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)

03/08/2019

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)

Executive Chairman

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)
Common Stock	03/09/2019		M	Amount 3,000 (1)	A \$ 0	1,667,664	D
Common Stock	03/09/2019		F	889 (2)	D \$ 15.29	1,666,775	D
Common Stock	03/11/2019		F	1,181 (3)	D \$ 15.94	1,665,594	D
Common Stock						8,032	I
Common Stock						4,791	I

See
Footnote
(4)

See
Footnote

				(5)
Common Stock	4,791	I	See Footnote (6)	
Common Stock	23,957	I	See Footnote (7)	
Common Stock	23,957	I	See Footnote (8)	
Common Stock	4,791	I	See Footnote (9)	
Common Stock	4,791	I	See Footnote (10)	

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

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(9-02)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(11)	03/08/2019		A	9,000	(12) (12)	Common Stock	9,000
Restricted Stock Units	(11)	03/09/2019		M	3,000	(13) (13)	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRIM BILLY D 101 NORTH CHERRY STREET SUITE 501 WINSTON-SALEM, NC 27101	X		Executive Chairman	

Signatures

/s/ Billy D. Prim by Michael H. Hutson,
attorney-in-fact

03/12/2019

__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).
- (1) Represents shares of common stock received upon vesting of a restricted stock unit award on March 9, 2019.
 - (2) Represents shares of stock withheld to pay taxes upon the vesting of a restricted stock unit award on March 9, 2019.
 - (3) Represents shares of stock withheld to pay taxes upon the vesting of a restricted stock unit award on March 11, 2019.
 - (4) Held by Mr. Prim's spouse.
 - (5) Held by Billy D. Prim Revocable Trust of which Mr. Prim is the sole trustee.
 - (6) Held by BD Prim, LLC of which Mr. Prim is the sole manager.
 - (7) Held by 2010 Irrevocable Trust fbo Sarcanda Westmoreland Bellisimo of which Mr. Prim is the sole trustee.
 - (8) Held by 2010 Irrevocable Trust fbo Anthony Gray Westmoreland of which Mr. Prim is the sole trustee.
 - (9) Held by 2010 Irrevocable Trust fbo Jager Gralyn Dean Bellisimo of which Mr. Prim is the sole trustee.
 - (10) Held by 2010 Irrevocable Trust fbo Joseph Alexander Bellisimo of which Mr. Prim is the sole trustee.
 - (11) Each restricted stock unit represents a contingent right to receive one share of common stock.
 - (12) These restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.
 - (13) These restricted stock units vest in equal annual installments on March 9 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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