

COTT CORP /CN/
Form 8-K
May 04, 2011

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 3, 2011

Cott Corporation

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

001-31410
(Commission
File Number)

98-0154711
(IRS Employer
Identification No.)

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6525 Viscount Road

L4V1H6

Mississauga, Ontario, Canada

5519 West Idlewild Avenue

Tampa, Florida, United States

33634

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (905) 672-1900

(813) 313-1800

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))

Item 2.02. Results of Operations and Financial Condition.

On May 4, 2011, Cott Corporation (the Company) issued a press release reporting financial results for the fiscal quarter ended April 2, 2011. 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 Annual Meeting of Shareowners (the Meeting) of the Company was held on Tuesday, May 3, 2011. As at the record date of March 18, 2011, 94,750,120 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 Mark Benadiba, George A. Burnett, Jerry Fowden, David T. Gibbons, Stephen H. Halperin, Betty Jane Hess, Gregory R. Monahan, Mario Pilozzi, Andrew Prozes, Eric S. Rosenfeld and Graham W. Savage to serve for the ensuing year and until their respective successors are elected.

| | For | Against | Withhold | Broker non-votes |
|---------------------|------------|---------|------------|------------------|
| Mark Benadiba | 65,135,482 | | 3,503,683 | 7,182,405 |
| George A. Burnett | 56,595,105 | | 12,044,060 | 7,182,405 |
| Jerry Fowden | 67,848,209 | | 790,956 | 7,182,405 |
| David T. Gibbons | 64,040,234 | | 4,598,932 | 7,182,404 |
| Stephen H. Halperin | 53,776,186 | | 14,862,980 | 7,182,404 |
| Betty Jane Hess | 67,253,243 | | 1,385,922 | 7,182,405 |
| Gregory R. Monahan | 57,884,095 | | 10,755,070 | 7,182,405 |
| Mario Pilozzi | 67,283,237 | | 1,355,928 | 7,182,405 |
| Andrew Prozes | 67,285,382 | | 1,353,783 | 7,182,405 |
| Eric S. Rosenfeld | 68,535,322 | | 103,843 | 7,182,405 |
| Graham W. Savage | 57,894,081 | | 10,745,084 | 7,182,405 |

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 2011 fiscal year.

| For | Against | Withhold | Broker non-votes |
|------------|---------|----------|------------------|
| 75,211,304 | 611,983 | 6,082 | |

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.

| For | Against | Withhold | Broker non-votes |
|------------|------------|----------|------------------|
| 57,765,702 | 10,862,031 | 17,830 | 7,183,806 |

Advisory Vote on the Frequency of an Advisory Vote on Executive Compensation

At the Meeting, shareowners determined, on an advisory basis, that the advisory vote on the executive compensation of the named executive officers of the Company should occur every one year.

| One Year | Two Years | Three Years | Abstain | Broker non-votes |
|------------|-----------|-------------|---------|------------------|
| 38,534,884 | 944,905 | 28,636,335 | 12,529 | 7,700,616 |

In accordance with the voting results on this advisory proposal, the Board of Directors of the Company has determined that the Company will hold an advisory vote on executive compensation annually.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release of Cott Corporation, dated May 4, 2011 (filed 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 4, 2011

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

EXHIBIT INDEX

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|------------------------|--|
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