

Primo Water Corp  
Form 4  
December 14, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NORRIS CHARLES A

(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)  
12/12/2016

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)

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	12/12/2016		A		163,274	A	163,274	D	
Common Stock	12/12/2016		A		274,045	A	274,045	I	Held in Norris Trust dtd 06/18/02

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (right to buy)	\$ 11.88	12/12/2016		A	275,170	(3) 12/12/2021		Common Stock	275,170

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS CHARLES A 101 NORTH CHERRY STREET SUITE 501 WINSTON-SALEM, NC 27101		X		

## Signatures

/s/ David J. Mills by power of attorney for Charles A. Norris 12/14/2016

\_\_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).

Mr. Norris acquired 163,274 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, Mr. Norris received approximately \$12.18 in cash, 0.87 of a share of Primo common 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, 115,924 of such shares of Primo common stock received by Mr. Norris 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.

(1) The Charles A. Norris & Margaret T. Norris TR UA 18-Jun-02 Norris Trust (the "Trust") acquired 274,045 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 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, 194,572 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) 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.

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