

ALKALINE WATER Co INC
 Form 4
 February 02, 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 *
 Nickolas Steven Paul

2. Issuer Name and Ticker or Trading Symbol
 ALKALINE WATER Co INC
 [WTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 14301 NORTH 87 STREET, SUITE 301

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President CEO Chairman

(Street)
 SCOTTSDALE, AZ 85260

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | (A) Amount Price | 430,000 ⁽⁶⁾ | I | WiN Investments, LLC ⁽¹⁾ |
| Common Stock ⁽⁶⁾ | | | | (A) Amount Price | 376,000 ⁽⁶⁾ | I | Lifewater Industries, LLC ⁽²⁾ |
| Common Stock | 12/10/2015 | | J ⁽⁷⁾ | 30,000 ⁽⁶⁾ D ⁽⁷⁾ | 346,000 ⁽⁶⁾ | I | Lifewater Industries, LLC ⁽²⁾ |
| Series A | | | | | 10,000,000 | D | |

Preferred
Stock ⁽³⁾

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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Options | \$ 7.5 ⁽⁶⁾ | | | | | 10/09/2013 ⁽⁴⁾ | 10/09/2023 | Common | 60 |
| Stock Options | \$ 8.25 ⁽⁶⁾ | | | | | 05/12/2014 | 05/12/2019 | Common | 12 |
| Stock Options | \$ 7.275 ⁽⁶⁾ | | | | | 05/21/2014 ⁽⁵⁾ | 05/21/2024 | Common | 60 |
| Stock Options | \$ 5.75 ⁽⁶⁾ | | | | | 02/18/2015 | 02/18/2020 | Common | 16 |
| Stock Options | \$ 0.52 | 01/29/2016 | | A | 1,500,000 | 01/29/2016 | 10/07/2023 | Common | 1,500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nickolas Steven Paul 14301 NORTH 87 STREET, SUITE 301 SCOTTSDALE, AZ 85260 | X | X | President CEO Chairman | |
| WIN INVESTMENTS, LLC 14301 NORTH 87 STREET SUITE 109 SCOTTSDALE, AZ 85260 | | X | | |
| LIFEWATER INDUSTRIES, LLC 14301 NORTH 87 STREET, SUITE 109 SCOTTSDALE, AZ 85260 | | X | | |

Signatures

/s/ Steven P.
Nickolas

02/02/2016

 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).

- (1) Steven P. Nickolas is the manager of WiN Investments, LLC and holds voting and dispositive control over these shares.
- (2) Steven P. Nickolas is the manager of Lifewater Industries, LLC and holds voting and dispositive control over these shares.
- (3) The Series A Preferred Stock has 10 votes per share and is not convertible into shares of common stock.
- (4) The stock options vest as follows: (i) 20,000 on October 9, 2013; and (ii) 10,000 per quarter until fully vested.
- (5) The stock options vest as follows: (I) 30,000 on May 21, 2014 and (ii) 30,000 on November 21, 2014.
- (6) Reflects a 50-1 reverse split effective as of December 29, 2015.

- Pursuant to a loan agreement dated February 26, 2015, Byrne United S.A. ("Byrne") loaned Lifewater Industries, LLC ("Lifewater") \$300,000 which loan was due and payable 60 days after such advance and was secured by the pledge of the 30,000 shares of common stock pursuant to a stock pledge agreement dated February 26, 2015. The pledge of the shares was bona-fide and as security for the repayment of the loan. After Lifewater defaulted on repayment of the loan, Byrne provided Lifewater with ten days written notice of the default and, after the expiry of such period, foreclosed on the shares pursuant to the stock pledge agreement. The effective date of the transfer of shares was December 10, 2015.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.