

CD&R INVESTMENT ASSOCIATES VI INC
 Form 4
 March 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
CULLIGAN INTERNATIONAL CO

(Last) (First) (Middle)

9399 WEST HIGGINS ROAD, SUITE 1100

(Street)

ROSEMONT, IL 60018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Primo Water Corp [PRMW]

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

03/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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 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)
				(A) or (D) Price			
Common Stock	03/08/2011		J ⁽¹⁾	307,217 A	2,894,717	D ⁽²⁾	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	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		
CULLIGAN LTD. CANON'S COURT 22 VICTORIA STREET		X		

HAMILTON, D0 HM 12

CLAYTON DUBILIER & RICE FUND VI L P

UGLAND HOUSE

113 SOUTH CHURCH STREET

X

GEORGE TOWN, E9 BWI

CD&R ASSOCIATES VI L P

UGLAND HOUSE

113 SOUTH CHURCH STREET

X

GEORGE TOWN, E9 BWI

CD&R INVESTMENT ASSOCIATES VI INC

UGLAND HOUSE

113 SOUTH CHURCH STREET

X

GEORGE TOWN, E9 BWI

Signatures

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

03/09/2011

__Signature of Reporting Person

Date

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

03/09/2011

__Signature of Reporting Person

Date

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

03/09/2011

__Signature of Reporting Person

Date

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

03/09/2011

__Signature of Reporting Person

Date

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

03/09/2011

__Signature of Reporting Person

Date

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

03/09/2011

__Signature of Reporting Person

Date

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

03/09/2011

__Signature of Reporting Person

Date

See (a) in Remarks below

03/09/2011

__Signature of Reporting Person

Date

See (b) in Remarks below

03/09/2011

__Signature of Reporting Person

Date

See (c) in Remarks below

03/09/2011

__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).

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- The shares were acquired in connection with an Asset Purchase Agreement, dated as of March 8, 2011, between Culligan International Company ("Culligan"), Culligan of Canada, Ltd. ("Culligan Canada"), Primo Water Corporation ("Primo") and Primo Refill Canada Corporation ("Primo Canada"), pursuant to which Culligan Canada sold certain assets to Primo Canada in exchange for cash, the
- (1) assumption of certain liabilities of Culligan Canada by Primo Canada and CAD\$3,710,000 in shares of Primo common stock valued based on the average closing price of Primo common stock for the 20 most recent trading days prior to the closing date (with each day's closing price converted from U.S. dollars into Canadian dollars based on the exchange rate on each such day). The shares were issued to Culligan on behalf and upon the direction of Culligan Canada, which is a subsidiary of Culligan.

- 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 Investments S.?r.l., which is a wholly-owned subsidiary of Culligan Ltd. Clayton, Dubilier & Rice Fund VI Limited
- (2) 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.

Remarks:

(a) Clayton, Dubilier & Rice Fund VI Limited Partnership by CD&R Associates VI Limited Partnership, its general partner, by

(b) CD&R Associates VI Limited Partnership by CD&R Investment Associates VI, Inc., its general partner, by /s/ Theresa A.

(c) CD&R Investment Associates VI, Inc. by /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary

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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