

Hass David W.
Form 4
March 13, 2018

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 *
Hass David W.

(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)
03/09/2018

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)
Chief Strategy Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/27/2018		G	V 4,000 D \$ 0	102,131	D	
Common Stock	03/09/2018		P	500 A \$ 11.95	16,901	I	See Footnote (1)
Common Stock	03/09/2018		P	500 A \$ 11.98 (2)	5,250	I	See Footnote (3)
Common Stock	03/09/2018		A	4,282 (4) A \$ 0	106,413	D	
	03/09/2018		F		104,946	D	

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Common Stock				1,467 <u>(5)</u>	\$			11.95
Common Stock	03/11/2018		M	2,500	A	\$ 0	107,446	D
Common Stock	03/12/2018		F	881 <u>(6)</u>	D	\$	106,565	D
						11.95		

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	<u>(7)</u>	03/09/2018		A	6,000	<u>(8)</u>	<u>(8)</u>	Common Stock	6,000
Restricted Stock Units	<u>(7)</u>	03/11/2018		M	2,500	<u>(9)</u>	<u>(9)</u>	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hass David W. 101 NORTH CHERRY STREET, SUITE 501 WINSTON-SALEM, NC 27101			Chief Strategy Officer	

Signatures

/s/ David W. Hass by Michael H. Hutson,
attorney-in-fact

03/13/2018

__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) Held by David W. Hass Living Trust, of which David Hass is a trustee.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$11.95 to \$12.01, inclusive. The reporting person undertakes to provide to Primo Water Corporation, any security holder of Primo Water Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (2) to this Form 4.

(3) These shares of common stock are owned by HB Capital LLC, of which David Hass is a member. Mr. Hass may be deemed an indirect beneficial owner of the securities held directly by HB Capital LLC. Mr. Hass disclaims beneficial ownership of the securities held directly by HB Capital LLC, except to the extent of his pecuniary interest therein.

(4) These restricted stock units may only be settled in stock and vest immediately.

(5) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 9, 2018.

(6) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 11, 2018.

(7) Each restricted stock unit represents a contingent right to receive one share of common stock.

(8) These restricted stock units vest in equal annual installments on March 9 of 2019, 2020 and 2021.

(9) These restricted stock units vest in equal annual installments on March 11 of 2017, 2018 and 2019.

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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