

COTT CORP /CN/  
Form 10-Q/A  
November 23, 2015

**United States**  
**Securities and Exchange Commission**  
**Washington, D.C. 20549**

**FORM 10-Q/A**  
**(Amendment No. 1)**

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the quarterly period ended: April 4, 2015**

.. **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-31410**

**COTT CORPORATION**  
**(Exact name of registrant as specified in its charter)**

|  |   |
|--|---|
| <b>CANADA</b><br><b>(State or Other Jurisdiction</b>   | <b>98-0154711</b><br><b>(IRS Employer</b> |
| <b>of Incorporation or Organization)</b>   | <b>Identification No.)</b>                |
| <b>6525 VISCOUNT ROAD</b>  |   |
| <b>MISSISSAUGA, ONTARIO, CANADA</b>  | <b>L4V 1H6</b>                            |
| <b>5519 WEST IDLEWILD AVENUE</b>   |   |
| <b>TAMPA, FLORIDA, UNITED STATES</b>   | <b>33634</b>                              |
| <b>(Address of principal executive offices)</b>  | <b>(Zip Code)</b>                         |
| <b>Registrant's telephone number, including area code: (905) 672-1900 and (813) 313-1800</b> |   |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

|                                       |                   |
|---------------------------------------|-------------------|
| Class                                 | Outstanding at    |
| Common Shares, no par value per share | May 7, 2015       |
|                                       | 93,259,829 shares |



## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this Amended Filing ) amends our original Quarterly Report on Form 10-Q for the quarter ended April 4, 2015 (the Original Filing ). The purpose of this Amended Filing is to revise Part I, Item 4 to reflect management's conclusion that our disclosure controls and procedures were not effective at April 4, 2015 due to a material weakness in our internal control over financial reporting identified subsequent to the issuance of our Original Filing. Other than the inclusion with this Amended Filing of new certifications required by management (and related amendment to the Exhibit Index to reflect the addition of such certifications), this Amended Filing speaks only as of the date of the Original Filing and does not modify or update any other disclosures contained in our Original Filing. This Amended Filing should be read in conjunction with the Original Filing and reports filed with the U.S. Securities and Exchange Commission subsequent to the Original Filing.

### PART I FINANCIAL INFORMATION

#### Item 4. Controls and Procedures

##### Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act ). The Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of April 4, 2015. At the time that the Original Filing was filed on May 14, 2015, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) were effective as of April 4, 2015.

Subsequent to that evaluation, our Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of April 4, 2015, as the material weakness described below was determined to exist as of April 4, 2015.

##### Material Weakness in Internal Control over Financial Reporting

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Management has determined that the Company did not design and maintain effective internal controls over the accounting for goodwill and other indefinite-lived intangible assets. Specifically, the Company did not design and maintain effective controls related to the review of assumptions, data and calculations used in the annual impairment tests.

This control deficiency did not result in a misstatement of the consolidated financial statements for the year ended January 3, 2015 or the unaudited condensed consolidated financial statements for the interim periods during fiscal year 2015. However, the control deficiency could result in material misstatements to the goodwill and other indefinite-lived intangible assets and related impairment account balances and disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected. Accordingly, we have determined that this control deficiency constitutes a material weakness.

## **Remediation Plan**

With oversight from the Audit Committee, the Company's management has begun to design and implement certain remediation measures to address the above-described material weakness and enhance the Company's internal control over financial reporting. We will take the following actions to improve the design and operating effectiveness of our internal control in order to remediate this material weakness:

Review the processes related to the impairment assessment of goodwill and other indefinite-lived intangible assets.

Design, document, and implement additional control procedures related to the review of the assumptions and data inputs used in the analysis, as well as review of the results of the goodwill and other indefinite-lived intangible assets impairment analyses.

Test and evaluate the design and operating effectiveness of the control procedures.

Assess the effectiveness of the remediation plan.

We currently do not have an expected timetable for the execution and completion of the remediation. The Company believes the remediation measures will strengthen the Company's internal control over financial reporting and remediate the material weakness identified. We will continue to monitor the effectiveness of these remediation measures and will make any changes and take such other actions that we deem appropriate given the circumstances.

## **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting during the quarter ended April 4, 2015 that have materially affected, or are likely to materially affect, our internal control over financial reporting.

**Item 6. Exhibits**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 3.1           | Articles of Amalgamation of Cott Corporation (incorporated by reference to Exhibit 3.1 to our Form 10-K filed February 28, 2007)(file no. 001-31410).  |
| 3.2           | Articles of Amendment to Articles of Amalgamation of Cott Corporation (incorporated by reference to Exhibit 3.1 to our Form 8-K filed December 15, 2014).  |
| 3.3           | Second Amended and Restated By-laws of Cott Corporation, as amended (incorporated by reference to Exhibit 3.2 to our Form 10-Q filed May 8, 2014).   |
| 10.1*         | Form of Restricted Share Unit Award Agreement with Performance-Based Vesting under the Amended and Restated Cott Corporation Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to our Form 10-Q filed May 14, 2015).  |
| 31.1          | Certification of the Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended April 4, 2015 (filed herewith).  |
| 31.2          | Certification of the Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended April 4, 2015 (filed herewith).  |
| 32.1          | Certification of the Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended April 4, 2015 (furnished herewith).  |
| 32.2          | Certification of the Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended April 4, 2015 (furnished herewith).  |
| 101           | The following financial statements from Cott Corporation's Quarterly Report on Form 10-Q for the quarter ended April 4, 2015, filed May 14, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations, (ii) Condensed Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows, (v) Consolidated Statements of Equity, (vi) Notes to the Consolidated Financial Statements (incorporated by reference to Exhibit 101 to our Form 10-Q filed May 14, 2015). |

\* Indicates a management contract or compensatory plan.

**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, thereunto duly authorized.

COTT CORPORATION

(Registrant)

Date: November 23, 2015

*/s/ Jay Wells*  
Jay Wells  
Chief Financial Officer  
(On behalf of the Company)

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