

Hass David W.
Form 4
January 25, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

01/23/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Strategy Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	06/29/2018		A	V 1,186 (1)	A \$ 10.68	111,493	D
Common Stock	12/31/2018		A	V 802 (1)	A \$ 10.68	112,295	D
Common Stock	01/23/2019		M	29,095 (2)	A \$ 0	141,390	D
Common Stock	01/23/2019		M	16,620 (2)	A \$ 0	158,010	D
Common Stock	01/23/2019		F	19,165 (3)	D \$ 13.88	138,845	D

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Common Stock	16,901	I	See Footnote (4)
Common Stock	5,250	I	See Footnote (5)

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. Price or Number of Shares	9. Other
Deferred Stock Units	(6)	01/23/2019		M	29,095	(7) (7)	Common Stock	29,095	S
Deferred Stock Units	(6)	01/23/2019		M	16,620	(8) (8)	Common Stock	16,620	S

Reporting Owners

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

Signatures

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

01/25/2019

__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) These shares were acquired under the Primo Water Corporation Employee Stock Purchase Plan, as amended, in transactions that were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- (2) Represents shares of common stock received upon vesting of deferred stock units on January 23, 2019.
- (3) Shares withheld to satisfy tax withholding requirements on the vesting of deferred stock units on January 23, 2019.
- (4) Held by David W. Hass Living Trust, of which David Hass is a trustee.

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.

- (6) Each deferred stock unit has a value as of a given date equal to the fair market value of one share of Primo Water Corporation common stock.
- (7) 29,095 deferred stock units were delivered on January 23, 2019. The remaining 58,191 deferred stock units are to be delivered in equal annual installments in January of each of 2020 and 2021.
- (8) 16,620 deferred stock units were delivered on January 23, 2019. The remaining 33,240 deferred stock units are to be delivered in equal annual installments in January of each of 2020 and 2021.

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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