

Hass David W.
Form 4
June 01, 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)
05/31/2018

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	06/30/2017		A	V 1,393 (1) \$ 10.44	108,905	D	
Common Stock	05/31/2018		M	2,000 (2) \$ 0	110,905	D	
Common Stock	05/31/2018		F	598 (3) \$ 16.98	110,307	D	
Common Stock					16,901	I	See Footnote (4)
Common Stock					5,250	I	See Footnote

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 (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 Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(6)	05/31/2018		M	2,000	(7) (7)	Common Stock	2,000

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

06/01/2018

**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) 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(d) and Rule 16b-3(c).
 - (2) Represents shares of common stock received upon vesting of a restricted stock unit award.

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- (3) Represents shares of common stock withheld to pay taxes upon the vesting of a restricted stock unit award.
- (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

- (5) 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 restricted stock unit represents a contingent right to receive one share of common stock.
- (7) Represents a restricted stock unit award granted on May 31, 2017 that partially vested on May 31, 2018. The restricted stock units vest in four equal annual installments beginning on May 31, 2018.

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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