

Hass David W.
Form 4
March 12, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

03/08/2019

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) 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 Ownership (Instr. 4)
Common Stock	03/09/2019		M	Amount 2,000 (1)	A \$ 0 140,845	D	
Common Stock	03/09/2019		F	699 (2)	D \$ 15.29 140,146	D	
Common Stock	03/11/2019		M	2,500 (3)	A \$ 0 142,646	D	
Common Stock	03/11/2019		F	875 (4)	D \$ 15.94 141,771	D	
Common Stock					16,901	I	See Footnote (5)

Common Stock	5,250	I	See Footnote (6)
-----------------	-------	---	------------------------

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
Restricted Stock Units	<u>(7)</u>	03/08/2019		A	5,000	<u>(8)</u> <u>(8)</u>	Common Stock	5,000
Restricted Stock Units	<u>(7)</u>	03/09/2019		M	2,000	<u>(9)</u> <u>(9)</u>	Common Stock	2,000
Restricted Stock Units	<u>(7)</u>	03/11/2019		M	2,500	<u>(10)</u> <u>(10)</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

03/12/2019

__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) Represents shares of common stock received upon vesting of a restricted stock unit award on March 9, 2019.
- (2) Represents shares of stock withheld to pay taxes upon the vesting of a restricted stock unit award on March 9, 2019.
- (3) Represents shares of common stock received upon vesting of a restricted stock unit award on March 11, 2019.
- (4) Represents shares of stock withheld to pay taxes upon the vesting of a restricted stock unit award on March 11, 2019.
- (5) 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 restricted stock unit represents a contingent right to receive one share of common stock.
- (7) These restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.
- (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.
- (10) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.