

PRIM BILLY D  
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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PRIM BILLY D**

(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  
☒ Officer (give title below) ☐ Other (specify  
below)

Executive Chairman

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 Ownership (Instr. 4)
Common Stock	03/09/2019		M	Amount (1) 3,000 A \$ 0	1,667,664	D	
Common Stock	03/09/2019		F	889 (2) D \$ 15.29	1,666,775	D	
Common Stock	03/11/2019		F	1,181 (3) D \$ 15.94	1,665,594	D	
Common Stock					8,032	I	See Footnote (4)
Common Stock					4,791	I	See Footnote

Common Stock	4,791	I	(5) See Footnote (6)
Common Stock	23,957	I	See Footnote (7)
Common Stock	23,957	I	See Footnote (8)
Common Stock	4,791	I	See Footnote (9)
Common Stock	4,791	I	See Footnote (10)

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.**

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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)	
Restricted Stock Units	(11)	03/08/2019		A		9,000	(12) (12)	Common Stock 9,000
Restricted Stock Units	(11)	03/09/2019		M		3,000	(13) (13)	Common Stock 3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRIM BILLY D 101 NORTH CHERRY STREET SUITE 501 WINSTON-SALEM, NC 27101	X		Executive Chairman	

## Signatures

/s/ Billy D. Prim 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 stock withheld to pay taxes upon the vesting of a restricted stock unit award on March 11, 2019.
  - (4) Held by Mr. Prim's spouse.
  - (5) Held by Billy D. Prim Revocable Trust of which Mr. Prim is the sole trustee.
  - (6) Held by BD Prim, LLC of which Mr. Prim is the sole manager.
  - (7) Held by 2010 Irrevocable Trust fbo Sarcanda Westmoreland Bellisimo of which Mr. Prim is the sole trustee.
  - (8) Held by 2010 Irrevocable Trust fbo Anthony Gray Westmoreland of which Mr. Prim is the sole trustee.
  - (9) Held by 2010 Irrevocable Trust fbo Jager Gralyn Dean Bellisimo of which Mr. Prim is the sole trustee.
  - (10) Held by 2010 Irrevocable Trust fbo Joseph Alexander Bellisimo of which Mr. Prim is the sole trustee.
  - (11) Each restricted stock unit represents a contingent right to receive one share of common stock.
  - (12) These restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.
  - (13) These restricted stock units vest in equal annual installments on March 9 of 2019, 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. 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.