

COTT CORP /CN/  
Form NT 10-Q  
May 09, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

Commission File Number

001-11356

CUSIP Number

22163N106

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q

Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: March 29, 2008

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read attached instruction sheet before preparing form. Please print or type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: \_\_\_\_\_

**PART I   REGISTRANT INFORMATION**

**Cott Corporation**  
Full name of registrant

**Former name if applicable**

**5519 W. Idlewild Ave.**

**Address of principal executive office** (*Street and number*)

**Tampa, FL 33634**

**City, state and zip code**

**PART II RULE 12b-25 (b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- x
- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

Cott Corporation (the Company) was unable to file its Quarterly Report on Form 10-Q for the three month period ended March 29, 2008 (the Form 10-Q) within the prescribed time period on or before May 8, 2008 without unreasonable effort or expense. The Company requires the additional time in order for (i) the Company to complete the preparation of its consolidated financial statements which will be included in the Form 10-Q and (ii) the Company's independent accountants to complete their review of the same.

In particular, the Company revisited a foreign tax issue and is investigating the amount and probability of this possible liability. Accordingly, the Company needs to evaluate accounting and disclosure requirements related to this item before filing its consolidated financial statements to be included in the Form 10-Q. The potential exposure is not expected to exceed \$2.5 million.

**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

Matthew A. Kane, Jr.  
(Name)

(813)  
(Area Code)

313-1724  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Attached is the Company's earnings guidance, which was previously reported on April 28, 2008 and includes a comparison of the Company's preliminary first quarter 2008 results against the prior year first quarter. In addition to the preliminary financial results set forth therein, the Company expects to record up to \$2.5 million of Cost of Sales related to non-income taxes.

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Cott Corporation  
(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 9, 2008

By: /s/ Matthew A. Kane, Jr.  
Matthew A. Kane, Jr.

Vice President, General Counsel and Secretary

*Instruction.* The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

Intentional misstatements or omissions of fact constitute Federal criminal violations (*see* 18 U.S.C. 1001).

**GENERAL INSTRUCTIONS**

1. This form is required by Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, DC 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of the public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
5. *Electronic Filers.* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T.