

PRIM BILLY D  
Form 4  
March 22, 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  
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2005  
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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)  
**03/20/2019**

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	03/20/2019		M	(A) or (D) Amount 3,000 (1)	\$ 0	1,668,594	D
Common Stock	03/20/2019		F	730 (2)	\$ 15.11	1,667,864	D
Common Stock						8,032	I
Common Stock						4,791	I
						4,791	I

See  
Footnote  
(3)

See  
Footnote  
(4)

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Common Stock				See Footnote <u>(5)</u>
Common Stock	23,957	I		See Footnote <u>(6)</u>
Common Stock	23,957	I		See Footnote <u>(7)</u>
Common Stock	4,791	I		See Footnote <u>(8)</u>
Common Stock	4,791	I		See Footnote <u>(9)</u>

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 Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(10)</u>	03/20/2019		M	3,000	<u>(11)</u>	<u>(11)</u>	Common Stock
								Amount or Number of Shares
								3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	X Executive Chairman

PRIM BILLY D  
101 NORTH CHERRY STREET  
SUITE 501  
WINSTON-SALEM, NC 27101

## Signatures

/s/ Billy D. Prim by Michael H. Hutson,  
attorney-in-fact

03/22/2019

\_\_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.
- (2) Represents shares of stock withheld to pay taxes upon the vesting of a restricted stock unit award.
- (3) Held by Mr. Prim's spouse.
- (4) Held by Billy D. Prim Revocable Trust of which Mr. Prim is the sole trustee.
- (5) Held by BD Prim, LLC of which Mr. Prim is the sole manager.
- (6) Held by 2010 Irrevocable Trust fbo Sarcanda Westmoreland Bellisimo of which Mr. Prim is the sole trustee.
- (7) Held by 2010 Irrevocable Trust fbo Anthony Gray Westmoreland of which Mr. Prim is the sole trustee.
- (8) Held by 2010 Irrevocable Trust fbo Jager Gralyn Dean Bellisimo of which Mr. Prim is the sole trustee.
- (9) Held by 2010 Irrevocable Trust fbo Joseph Alexander Bellisimo of which Mr. Prim is the sole trustee.
- (10) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (11) These restricted stock units vest in equal annual installments on March 20 of 2018, 2019 and 2020.

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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