

Hass David W.  
Form 4  
March 12, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 03/09/2019                           |  | M                              | 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | (7)  | 03/08/2019                           |  | A                              | 5,000   | (8) (8)  | Common Stock  | 5,000                         |                            |
| Restricted Stock Units                     | (7)  | 03/09/2019                           |  | M                              | 2,000   | (9) (9)  | Common Stock  | 2,000                         |                            |
| Restricted Stock Units                     | (7)  | 03/11/2019                           |  | M                              | 2,500   | (10) (10)  | Common Stock  | 2,500                         |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Hass David W.<br>101 NORTH CHERRY STREET, SUITE 501<br>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.
- (7) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (8) These restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.
- (9) These restricted stock units vest in equal annual installments on March 9 of 2019, 2020 and 2021.
- (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.