

SHERMAN JOSEPH T

Form 4

December 28, 2017

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 *
WARNOCK DAVID L

(Last) (First) (Middle)

**C/O CAMDEN PARTNERS
STRATEGIC MGR LLC, 500 E.
PRATT STREET, SUITE 1200**

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Primo Water Corp [PRMW]

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2017

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)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/26/2017		S		33,226	D	\$ 12.369 (1)
Common Stock	12/27/2017		S		23,240	D	\$ 12.333 (2)
Common Stock	12/28/2017		S		1,917	D	\$ 12.324
							0

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

WARNOCK DAVID L
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

X

See Remarks

CAMDEN PARTNERS STRATEGIC FUND III LP
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

See Remarks

CAMDEN PARTNERS STRATEGIC FUND III-A LP
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

See Remarks

Camden Partners Strategic III, LLC
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

See Remarks

Camden Partners Strategic Manager, LLC
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

See Remarks

HUGHES DONALD W
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

See Remarks

SHERMAN JOSEPH T
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

See Remarks

TAGLER JASON
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202

See Remarks

Signatures

/s/ J. Todd Sherman, Attorney-in-Fact for David L. Warnock	12/28/2017
Signature of Reporting Person	Date
by Camden Partners Strategic III, LLC by Camden Partners Strategic Manager, LLC, by J. Todd Sherman, Managing Member	12/28/2017
Signature of Reporting Person	Date
by Camden Partners Strategic III, LLC by Camden Partners Strategic Manager, LLC, by J. Todd Sherman, Managing Member	12/28/2017
Signature of Reporting Person	Date
by Camden Partners Strategic Manager, LLC, by J. Todd Sherman, Managing Member	12/28/2017
Signature of Reporting Person	Date
by J. Todd Sherman, Managing Member	12/28/2017
Signature of Reporting Person	Date
J. Todd Sherman, Attorney-in-Fact for Donald W. Hughes	12/28/2017
Signature of Reporting Person	Date
J. Todd Sherman	12/28/2017
Signature of Reporting Person	Date
J. Todd Sherman, Attorney-in-Fact for Jason Tagler	12/28/2017
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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.30 to \$12.425, inclusive. The reporting person undertakes to provide to Primo Water Corporation, any security holder of Primo Water Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.30 to \$12.39, inclusive. The reporting person undertakes to provide to Primo Water Corporation, any security holder of Primo Water Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.

Remarks:

This Form 4 is being filed jointly by Camden Partners Strategic Manager, LLC ("CPSM"), Camden Partners Strategic III, LLC

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.