### Edgar Filing: Hobson Derry L. - Form 4

Form 4 July 10, 201 <b>FORM</b> Check th if no long subject to Section 1 Form 4 c Form 5 obligation may com <i>See</i> Instr 1(b).	<b>1 4</b> UNITED STATE o UNITED STATE STATEMENT ( Section 17(a) of th 2001	CS SECURITIES A Washington DF CHANGES IN SECUI 9 Section 16(a) of the Public Utility Hol a) of the Investmen	, D.C. 209 BENEFI RITIES ne Securiti ding Com	549 CIAL ( ies Exch apany A	<b>OWN</b> hange	E <b>RSHIP OF</b> Act of 1934,	OMB Number: Expires: Estimated a burden hour response	•
(Print or Type	Responses)							
1. Name and A Hobson Der	Address of Reporting Person <u>*</u> rry L.	2. Issuer Name an Symbol Keurig Dr Peppe				Relationship of ssuer	Reporting Pers	
(Last) 5301 LEGA	(First) (Middle)	3. Date of Earliest T (Month/Day/Year) 07/09/2018	ransaction			Director _X Officer (give elow)	10%	Owner er (specify
DI ANO TI	(Street)	4. If Amendment, D Filed(Month/Day/Yea	-		A	. Individual or Joi Applicable Line) X_ Form filed by O	one Reporting Per	rson
PLANO, 12	X 75070				Ē	Form filed by M Person	ore than one re-	F *8
(City)	(State) (Zip)	Table I - Non-	Derivative S	Securities				
	(State) (Zip) 2. Transaction Date (Month/Day/Year) 2A. De Execut any	emed 3.	4. Securit on(A) or Dis (Instr. 3, 4	ies Acqui sposed of 4 and 5) (A)	<b>s Acqui</b> ired	red, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		<b>ly Owned</b> 7. Nature of Indirect
(City) 1.Title of Security (Instr. 3)	(State) (Zip) 2. Transaction Date (Month/Day/Year) 2A. De Execut any	emed 3. on Date, if Transacti Code	4. Securit on(A) or Dis (Instr. 3, 4	ies Acqui sposed of 4 and 5) (A) or	<b>s Acqui</b> ired	erson red, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	ly Owned 7. Nature of Indirect Beneficial Ownership
(City) 1.Title of Security	(State) (Zip) 2. Transaction Date (Month/Day/Year) 2A. De Execut any	emed 3. on Date, if Transacti Code /Day/Year) (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	ies Acqui sposed of 4 and 5) (A) or (D)	s Acqui ired E(D)	red, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	ly Owned 7. Nature of Indirect Beneficial Ownership
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(City) 1.Title of Security (Instr. 3) Common Stock Common	(State)(Zip)2. Transaction Date (Month/Day/Year)2A. De Execut any (Month)07/09/2018	emed 3. on Date, if Transacti Code /Day/Year) (Instr. 8) Code V M( <u>1)</u>	4. Securit on(A) or Dis (Instr. 3, 4) Amount 2,935	ies Acqui sposed of 4 and 5) (A) or (D) 1 A \$ A \$	s Acqui ired (D) Price	red, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 9,982	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ly Owned 7. Nature of Indirect Beneficial Ownership
(City) 1.Title of Security (Instr. 3) Common Stock Common Stock Common	(State)(Zip)2. Transaction Date (Month/Day/Year)2A. De Execut any (Month)07/09/20183.000000000000000000000000000000000000	emed 3. on Date, if Transacti Code /Day/Year) (Instr. 8) Code V M( <u>1)</u> J( <u>2)</u>	4. Securit on(A) or Dis (Instr. 3, 4 Amount 2,935 159	ies Acqui sposed of 4 and 5) (A) or (D) 1 A \$ A \$ A \$	s Acqui ired (D) Price	rerson red, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 9,982 10,141	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D	ly Owned 7. Nature of Indirect Beneficial Ownership

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Common Stock	07/09/2018	J <u>(4)</u>	41	А	\$0	22,050	D
Common Stock	07/09/2018	M <u>(5)</u>	6,507	A	\$ 79.2	28,557	D
Common Stock	07/09/2018	M <u>(5)</u>	12,088	A	\$ 91.98	40,645	D
Common Stock	07/09/2018	M <u>(5)</u>	20,102	A	\$ 94.62	60,747	D
Common Stock	07/09/2018	M <u>(6)</u>	5,157	А	\$0	65,904	D
Common Stock	07/09/2018	M <u>(6)</u>	5,444	А	\$0	71,348	D

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.

# 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)	A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <u>(7)</u>	07/09/2018		M <u>(1)</u>		2,935	(8)	(8)	Common Stock	2,935
Restricted Stock Unit	\$ 0 <u>(7)</u>	07/09/2018		M <u>(1)</u>		3,170	<u>(9)</u>	(9)	Common Stock	3,170
Restricted Stock Unit	\$ 0 <u>(7)</u>	07/09/2018		M <u>(1)</u>		8,602	(10)	(10)	Common Stock	8,602
Employee Stock Option (Right to Buy)	\$ 79.2	07/09/2018		M <u>(5)</u>		6,507	(11)	03/02/2025	Common Stock	6,507
Employee Stock	\$ 91.98	07/09/2018		M <u>(5)</u>		12,088	(12)	03/02/2026	Common Stock	12,088

Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 94.62	07/09/2018	M <u>(5)</u>	20,102	(13)	03/02/2027	Common Stock	20,102

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Hobson Derry L. 5301 LEGACY DRIVE PLANO, TX 75070			Executive Vice President					
Signatures								
James L. Baldwin, attorney in fact	(	07/10/2018						

\*\*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).

Pursuant to the Agreement and Plan of Merger, dated as of January 29, 2018, (the "Merger Agreement"), by and among Maple Parent Holdings Corp., a Delaware corporation ("Maple Parent"), DPS and Salt Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of DPS ("Merger Sub"), Merger Sub merged on July 9, 2018 with and into Maple Parent (the "Merger"), with Maple Parent

- (1) surviving the Merger as a wholly-owned subsidiary of DPS. Pursuant to the Merger Agreement, immediately prior to the effective time of the Merger, each outstanding Restricted Stock Unit ("RSU") of DPS vested and as soon as administratively possible following the effective time will be settled in exchange for (i) a number of shares underlying such DPS RSU, and (ii) an amount in cash equal to the number of shares underlying such DPS RSU multiplied by the special cash dividend per share amount.
- (2) These shares are restricted stock units acquired with dividend equivalent payments made under the Issuer's dividend reinvestment plan with respect to the shares referenced in row (1) above.
- (3) These shares are restricted stock units acquired with dividend equivalent payments made under the Issuer's dividend reinvestment plan with respect to the shares referenced in row (3) above.
- (4) These shares are restricted stock units acquired with dividend equivalent payments made under the Issuer's dividend reinvestment plan with respect to the shares referenced in row (5) above.

Pursuant to the Merger Agreement, immediately prior to the effective time, each outstanding DPS stock option was converted into a right of the holder of such DPS stock option to receive as soon as administratively practicable following the effective time (i) a number

(5) of shares of DPS common stock equal to the number of shares underlying such DPS stock option, and (ii) an amount in cash equal to the number of shares underlying such DPS stock option multiplied by the difference between the special cash dividend per share amount and the exercise price per share of such DPS stock option as of immediately prior to the record date for the special cash dividend.

Pursuant to the Merger Agreement, immediately prior to the effective time, each outstanding Performance Stock Unit ("PSU") (with DPS PSUs vesting at target performance levels or at such higher performance levels as may be required pursuant to the applicable terms

(6) of a DPS benefit plan) vested and as soon as administratively possible following the effective time will be settled in exchange for (i) a number of shares of DPS common stock equal to the number of shares underlying such DPS PSU, and (ii) an amount in cash equal to the number of shares underlying such DPS PSU multiplied by the special cash dividend per share amount.

(7)

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Each restricted stock unit represented a contingent right to receive one share of the Issuer's Common Stock and was granted pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009.

- (8) These restricted stock units were to vest on March 2, 2019.
- (9) These restricted stock units were to vest on March 4, 2020.
- (10) These restricted stock units were to vest on March 4, 2021.
- (11) This option was granted on March 2, 2015 pursuant to Issuer's Omnibus Stock Incentive Plan of 2009 and is fully vested.
- (12) This option was granted March 2, 2016 pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009 and was to vest in three equal annual installments on each anniversary date of the grant commencing on March 2, 2017.
- (13) This option was granted on March 2, 2017 pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009 and was to vest in three equal annual installments on each anniversary date of the grant commencing on March 2, 2018.

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.