

GUTIERREZ JOSE M
Form 4
July 10, 2018

FORM 4

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

OMB APPROVAL

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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 *
GUTIERREZ JOSE M

(Last) (First) (Middle)
5301 LEGACY DR.
(Street)
PLANO, TX 75024
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Keurig Dr Pepper Inc. [KDP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2018

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)

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 | 07/09/2018 | | M ⁽¹⁾ | | 706 | A | \$ 0 706 | D |
| Common Stock | 07/09/2018 | | J ⁽²⁾ | | 25 | A | \$ 0 731 | D |
| Common Stock | 07/09/2018 | | M ⁽¹⁾ | | 1,532 | A | \$ 0 2,263 | D |
| Common Stock | 07/09/2018 | | J ⁽³⁾ | | 46 | A | \$ 0 2,309 | D |
| Common Stock | 07/09/2018 | | M ⁽¹⁾ | | 1,247 | A | \$ 0 3,556 | D |
| | 07/09/2018 | | J ⁽⁴⁾ | | 5 | A | \$ 0 3,561 | D |

Common
Stock

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Unit | \$ 0 ⁽⁵⁾ | 07/09/2018 | | M ⁽⁶⁾ | 706 | ⁽⁷⁾ / ⁽⁷⁾ | Common Stock | 706 |
| Restricted Stock Unit | \$ 0 ⁽⁵⁾ | 07/09/2018 | | M ⁽⁶⁾ | 1,532 | ⁽⁸⁾ / ⁽⁸⁾ | Common Stock | 1,532 |
| Restricted Stock Unit | \$ 0 ⁽⁵⁾ | 07/09/2018 | | M ⁽⁶⁾ | 1,247 | ⁽⁹⁾ / ⁽⁹⁾ | Common Stock | 1,247 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GUTIERREZ JOSE M 5301 LEGACY DR. PLANO, TX 75024 | X | | | |

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 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.

(5) 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.

Pursuant to the Merger Agreement, immediately prior to the effective time, each outstanding RSU vested and was settled in exchange for

(6) (i) a number of shares of DPS common stock equal to the 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.

(7) These restricted stock units were to vest on September 22, 2019.

(8) These restricted stock units were to vest on March 4, 2020.

(9) These restricted stock units were to vest on March 4, 2021.

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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