Cortes Fernando Form 4 July 10, 2018

FORM 4

Form 5

1(b).

obligations

may continue.

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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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 See Instruction

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Cortes Fernando | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------|----------|---|--|--|--|
| | | | Keurig Dr Pepper Inc. [KDP] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| 5301 LEGACY | DRIVE | | 07/09/2018 | _X_ Officer (give title Other (specify below) Executive Vice President | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| PLANO, TX 75 | 5024 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acq | uired, Disposed of, or Beneficially Owned | | |

| (City) | (State) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly 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. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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 Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 07/09/2018 | | M(1) | 2,547 | A | \$ 0 | 2,547 | D | |
| Common Stock | 07/09/2018 | | J(2) | 201 | A | \$ 0 | 2,748 | D | |
| Common Stock | 07/09/2018 | | M(1) | 434 | A | \$ 0 | 3,182 | D | |
| Common Stock | 07/09/2018 | | J(3) | 23 | A | \$ 0 | 3,205 | D | |
| Common Stock | 07/09/2018 | | M <u>(1)</u> | 844 | A | \$ 0 | 4,049 | D | |

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| Common Stock | 07/09/2018 | J <u>(4)</u> | 25 | A | \$ 0 | 4,074 | D |
|-----------------|------------|------------------|-------|---|-------------|--------|---|
| Common Stock | 07/09/2018 | M(1) | 2,215 | A | \$ 0 | 6,289 | D |
| Common Stock | 07/09/2018 | <u>J(5)</u> | 24 | A | \$ 0 | 6,313 | D |
| Common Stock | 07/09/2018 | M <u>(1)</u> | 1,049 | A | \$ 0 | 7,362 | D |
| Common Stock | 07/09/2018 | J <u>(6)</u> | 5 | A | \$ 0 | 7,367 | D |
| Common Stock | 07/09/2018 | M(1) | 2,408 | A | \$ 0 | 9,775 | D |
| Common Stock | 07/09/2018 | J <u>(7)</u> | 11 | A | \$ 0 | 9,786 | D |
| Common Stock | 07/09/2018 | M(8) | 6,044 | A | \$ 91.98 | 15,830 | D |
| Common Stock | 07/09/2018 | M(8) | 6,030 | A | \$ 94.62 | 21,860 | D |
| Common Stock | 07/09/2018 | M(9) | 1,374 | A | \$ 0 | 23,234 | D |
| Common Stock | 07/09/2018 | M ⁽⁹⁾ | 1,306 | A | \$ 0 | 24,540 | 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.

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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration D (Month/Day. | ate | 7. Title and Underlying (Instr. 3 and | |
|---|---|--------------------------------------|---|---|---|---|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | \$ 0 (10) | 07/09/2018 | | $\mathbf{M}_{\underline{(1)}}$ | 2,547 | (11) | (11) | | 2,547 |

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| Restricted Stock Unit | | | | | | | Common Stock | |
|--|-----------|------------|--------------|-------|-------------|-------------|-----------------|-------|
| Restricted Stock Unit | \$ 0 (10) | 07/09/2018 | M <u>(1)</u> | 434 | (12) | (12) | Common Stock | 434 |
| Restricted Stock Unit | \$ 0 (10) | 07/09/2018 | M <u>(1)</u> | 844 | (13) | (13) | Common Stock | 844 |
| Restricted Stock Unit | \$ 0 (10) | 07/09/2018 | M <u>(1)</u> | 2,215 | (14) | (14) | Common Stock | 2,215 |
| Restricted Stock Unit | \$ 0 (10) | 07/09/2018 | M <u>(1)</u> | 1,049 | (15) | <u>(15)</u> | Common Stock | 1,049 |
| Restricted Stock Unit | \$ 0 (10) | 07/09/2018 | M <u>(1)</u> | 2,408 | (16) | <u>(16)</u> | Common Stock | 2,408 |
| Employee Stock Option (Right to Buy) | \$ 91.98 | 07/09/2018 | M <u>(8)</u> | 6,044 | <u>(17)</u> | 03/02/2026 | Common Stock | 6,044 |
| Employee Stock Option (Right to Buy) | \$ 94.62 | 07/09/2018 | M <u>(8)</u> | 6,030 | <u>(18)</u> | 03/02/2027 | Common Stock | 6,030 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|---------------|-----------|---------|------|--|
| | Director | 10% Owner | Officer | Othe | |

Cortes Fernando 5301 LEGACY DRIVE PLANO, TX 75024

Executive Vice President

Signatures

James L. Baldwin, attorney 07/10/2018 in fact

**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.

Reporting Owners 3

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- 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) 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 (7) above.
- (6) 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 (9) above.
- (7) 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 (11) 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
- (8) 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
- (9) 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.
- (10) 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.
- (11) These restricted stock units were to vest on March 2, 2020.
- (12) These restricted stock units were to vest on March 2, 2019.
- (13) 1/2 of these shares were to vest on March 4, 2019 and the remaining shares were to vest on 3/4/2020.
- (14) These restricted stock units were to vest in three equal annual installments commencing on December 1, 2018.
- (15) These restricted stock units were to vest in three equal annual installments commencing on January 2, 2019.
- (16) These restricted stock units were to vest on March 4, 2021.
- (17) 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.
- (18) 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.