Hopkins Herbert Derek Form 4 July 11, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hopkins Herbert Derek Issuer Symbol Keurig Dr Pepper Inc. [KDP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 53 SOUTH AVE. 07/09/2018 below) Chief Commercial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### **BURLINGTON, MA 01803**

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price \$0 Common  $A^{(1)}$ 07/09/2018 397,456 397,456 D (1) Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Lunderlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	07/09/2018		A(3)	289,200	<u>(4)</u>	<u>(4)</u>	Common Stock	289,200
Restricted Stock Unit	(2)	07/09/2018		A(3)	144,600	<u>(4)</u>	<u>(4)</u>	Common Stock	144,600
Restricted Stock Unit	(2)	07/09/2018		A(3)	144,600	<u>(4)</u>	<u>(4)</u>	Common Stock	144,600
Restricted Stock Unit	(2)	07/09/2018		A(3)	108,257	<u>(5)</u>	<u>(5)</u>	Common Stock	108,257

# **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Hopkins Herbert Derek 53 SOUTH AVE. BURLINGTON, MA 01803

Chief Commercial Officer

# **Signatures**

Kristin E. Blazewicz, attorney in fact

07/11/2018

\*\*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"), Dr Pepper Snapple Group, Inc., a Delaware corporation ("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

- (1) into Maple (the "Merger"), with Maple surviving the Merger as a wholly-owned subsidiary of DPS. As of the effective time of the Merger, DPS was renamed Keurig Dr Pepper Inc. ("KDP"), and each share of common stock of Maple issued and outstanding immediately prior to the effective time was converted into the right to receive 96.4 fully paid and nonassessable shares of KDP common stock.
- (2) Upon vesting, each Restricted Stock Unit settles for one share of common stock.
- Pursuant to the Merger Agreement, as of the effective time of the Merger, each Maple Restricted Stock Unit ("RSU") that was outstanding immediately prior to the effective time was converted to 96.4 KDP RSUs, with the same terms and conditions as were applicable under such Maple RSU immediately prior to the effective time.
- (4) These Restricted Stock Units vest on March 15, 2021.
- (5) These Restricted Stock Units vest on September 9, 2021.

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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.