NEWMAN MARGARET Form 4

July 11, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31,

2005

0.5

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obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Add NEWMAN M	•	_	2. Issuer Name and Ticker or Trading Symbol Keurig Dr Pepper Inc. [KDP]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
53 SOUTH AVE.			07/09/2018	X Officer (give title Other (specify below) Chief Human Resources Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BURLINGTO	ON, MA 01	803	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (le I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date		3.	4. Securitie			5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Disposed of (D)			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Instr. 8)				Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			G 1 17		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Stock	07/09/2018		A(1)	162,337	A	\$ 0 (1)	162,337	D	

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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) (Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	07/09/2018		A(3)	162,338		<u>(4)</u>	<u>(4)</u>	Common Stock	162,338
Restricted Stock Unit	<u>(2)</u>	07/09/2018		A(3)	43,284		<u>(4)</u>	<u>(4)</u>	Common Stock	43,284

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEWMAN MARGARET 53 SOUTH AVE. BURLINGTON, MA 01803

Chief Human Resources Officer

Signatures

Kristin E. Blazewicz, attorney o7/11/2018

**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 September 13, 2021.

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.

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