

Primo Water Corp  
Form SC 13G/A  
June 24, 2011

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Amendment No.1)\***

**Under the Securities Exchange Act of 1934**

Primo Water Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

74165N105

(CUSIP Number)

June 22, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAMES OF REPORTING PERSONS.  
Culligan International Company

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2) (a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

(5) SOLE VOTING POWER  
NUMBER OF 0

(6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

(7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

(8) WITH: 0  
SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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- (1) NAMES OF REPORTING PERSONS.  
Culligan Holding Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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- (1) NAMES OF REPORTING PERSONS.  
Culligan Holding Company B.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Netherlands

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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- (1) NAMES OF REPORTING PERSONS.  
Culligan Holding S.à.r.l.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Luxembourg

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

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0

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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- (1) NAMES OF REPORTING PERSONS.  
Culligan International S.à.r.l.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Luxembourg

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

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0

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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- (1) NAMES OF REPORTING PERSONS.  
Culligan Investments S.à.r.l.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Luxembourg

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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(1) NAMES OF REPORTING PERSONS.  
Culligan Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2) (a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Bermuda

(5) SOLE VOTING POWER  
NUMBER OF 0

(6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

(7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

(8) WITH: 0  
SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

0



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- (1) NAMES OF REPORTING PERSONS.  
Clayton, Dubilier & Rice Fund VI Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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- (1) NAMES OF REPORTING PERSONS.  
CD&R Associates VI Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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- (1) NAMES OF REPORTING PERSONS.  
CD&R Investment Associates VI, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 0  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certifications

SIGNATURES

EX-1

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**Item 1.**

Item 1(a) Name of issuer: Primo Water Corporation

Item 1(b) Address of issuer's principal executive offices: 104 Cambridge Plaza Drive, Winston-Salem, North Carolina 27104

**Item 2.**

2(a) Name of person filing:

<b>Names of Person Filing</b>	<b>Address</b>	<b>Citizenship</b>
Culligan International Company	9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Delaware
Culligan Holding Inc.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Delaware
Culligan Holding Company B.V.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Netherlands
Culligan Holding S.à.r.l.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Luxembourg
Culligan International S.à.r.l.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Luxembourg
Culligan Investments S.à.r.l.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Luxembourg
Culligan Ltd.	Canon's Court 22 Victoria Street Hamilton HM 12, Bermuda	Bermuda
Clayton, Dubilier & Rice Fund VI Limited Partnership	Ugland House 113 South Church Street George Town, Grand Cayman, Cayman Islands BWI	Cayman Islands
CD&R Associates VI Limited Partnership	Ugland House 113 South Church Street George Town, Grand Cayman, Cayman Islands BWI	Cayman Islands
CD&R Investment Associates VI, Inc.	Ugland House 113 South Church Street George Town, Grand Cayman, Cayman Islands BWI	Cayman Islands

2(b) Address or principal business office or, if none, residence: See Item 2(a) above.

2(c) Citizenship: See Item 2(a) above.

2(d) Title of class of securities: Common Stock

2(e) CUSIP No.: 74165N105



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**Item 3.**

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- a.  Broker or dealer registered under Section 15 of the Act;
- b.  Bank as defined in Section 3(a)(6) of the Act;
- c.  Insurance company as defined in Section 3(a)(19) of the Act;
- d.  Investment company registered under Section 8 of the Investment Company Act of 1940;
- e.  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- f.  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- g.  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h.  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i.  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- j.  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- k.  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

N/A

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- a. Amount beneficially owned: 0.
- b. Percent of class: 0%.
- c. Number of shares as to which such person has:
  - i. Sole power to vote or to direct the vote: 0.

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- ii. Shared power to vote or to direct the vote: 0.
- iii. Sole power to dispose or to direct the disposition of: 0.
- iv. Shared power to dispose or to direct the disposition of: 0.

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**Item 5.** Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following box

**Item 6.** Ownership of More than 5 Percent on Behalf of Another Person

N/A

**Item 7.** Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

**Item 8.** Identification and Classification of Members of the Group

N/A

**Item 9.** Notice of Dissolution of Group

N/A

**Item 10.** Certifications

N/A

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CULLIGAN INTERNATIONAL COMPANY

Date: June 23, 2011

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Secretary

CULLIGAN HOLDING INC.

Date: June 23, 2011

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Secretary

CULLIGAN HOLDING COMPANY B.V.

Date: June 23, 2011

By: /s/ Mark A. Seals

Name: Mark A. Seals  
Title: Managing Director A

CULLIGAN HOLDING S.ÀR.L.

Date: June 23, 2011

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Manager

CULLIGAN INTERNATIONAL S.ÀR.L.

Date: June 23, 2011

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Manager

CULLIGAN INVESTMENTS S.ÀR.L.

Date: June 23, 2011

By: /s/ Susan E. Bennett

Name: Susan E. Bennett

Title: Manager

CULLIGAN LTD.

Date: June 23, 2011

By: /s/ Susan E. Bennett

Name: Susan E. Bennett

Title: Senior Vice President, General  
Counsel & Assistant Secretary

CLAYTON, DUBILIER & RICE FUND VI LIMITED  
PARTNERSHIP

By: CD&R Associates VI Limited Partnership, its  
general partner

By: CD&R Investment Associates VI, Inc., its general  
partner

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Date: June 23, 2011

By: /s/ Theresa A. Gore  
Name: Theresa A. Gore  
Title: Vice President, Treasurer and  
Assistant Secretary

**CD&R ASSOCIATES VI LIMITED PARTNERSHIP**

By: CD&R Investment Associates VI, Inc., its general  
partner

Date: June 23, 2011

By: /s/ Theresa A. Gore  
Name: Theresa A. Gore  
Title: Vice President, Treasurer and  
Assistant Secretary

**CD&R INVESTMENT ASSOCIATES VI, INC.**

Date: June 23, 2011

By: /s/ Theresa A. Gore  
Name: Theresa A. Gore  
Title: Vice President, Treasurer and  
Assistant Secretary