Primo Water Corp Form 3 March 14, 2014

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Washington, D.C. 20549

OMB 3235-0104 Number:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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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

response... 0.5

(Print or Type Responses)

(City)

1. Name and Address of Reporting Person * 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol Requiring Statement Cates Susan E. Primo Water Corp [PRMW]

(Month/Day/Year) (Last) (First) (Middle) 4. Relationship of Reporting 03/04/2014

5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year)

104 CAMBRIDGE PLAZA DRIVE

(Check all applicable)

(Street) 6. Individual or Joint/Group _X__ Director 10% Owner Filing(Check Applicable Line) Officer Other _X_ Form filed by One Reporting (give title below) (specify below) Person

Form filed by More than One

Reporting Person

WINSTON-SALEM. NCÂ 27104

(State)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities (Instr. 4) Beneficially Owned

(Zip)

(Instr. 4)

4. Nature of Indirect Beneficial Ownership Ownership Form: (Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Security: Derivative Date **Expiration Title** Amount or Direct (D) Security Exercisable Date Number of or Indirect Shares

(Instr. 5)

Reporting Owners

Signatures

/s/ Susan E.
Cates

**Signature of Reporting Person

O3/14/2014

Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

Exhibit List Exhibit 24 Power of Attorney

No securities are beneficially owned.

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.

Reporting Owners 2