Johnston James J. JR Form 4 July 10, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

SECURITIES 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

1(b).

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Johnston James J. JR

(First)

(Street)

(Middle)

5301 LEGACY DRIVE

PLANO, TX 75024

2. Issuer Name and Ticker or Trading Symbol

Keurig Dr Pepper Inc. [KDP]

3. Date of Earliest Transaction (Month/Day/Year)

07/09/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

_X__ Officer (give title Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State)	(Zip) T	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, i	if Transa	action(A) or Disposed of (D)	Securities	Ownership	Indirect		

1.1itle of	2. Transaction Date	2A. Deemed	<i>3</i> .	4. Securities Acquired		5. Amount of	6.	/. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)		Securities	Ownership	Indirect	
(Instr. 3)	•	any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(======================================			Owned	(D) or	Ownership
		(1/1011011/2/01/)	(1113111 0)				Following	Indirect (I)	(Instr. 4)
						Reported	(Instr. 4)	(Instr. 1)	
				(A)		Transaction(s)	(111511. 4)		
					or		` ′		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common					` ′				
	07/09/2018		$\mathbf{M}^{(1)}$	4,729	A	\$0	12,591	D	
Stock									
Common									
	07/09/2018		J (2)	256	A	\$ 0	12,847	D	
Stock			_						
Common									
Common	07/09/2018		$M_{(1)}$	4,597	A	\$ 0	17,444	D	
Stock				,		, -	,		
C									
Common	07/09/2018		$J_{\underline{(3)}}$	139	A	\$ 0	17,583	D	
Stock	0,,0,,2010		~ _	107		Ψ 0	17,000	_	
Common	07/09/2018		$M_{\underline{(1)}}$	12,474	A	\$ 0	30,057	D	
Stock	0110712010		171 <u>~~</u>	12,7/7	11	ψυ	50,057	D	

Edgar Filing: Johnston James J. JR - Form 4

Common Stock	07/09/2018	J <u>(4)</u>	59	A	\$ 0	30,116	D
Common Stock	07/09/2018	M(5)	46,551	A	\$ 51.58	76,667	D
Common Stock	07/09/2018	M(5)	29,284	A	\$ 79.2	105,951	D
Common Stock	07/09/2018	M(5)	29,215	A	\$ 91.98	135,166	D
Common Stock	07/09/2018	M(5)	29,148	A	\$ 94.62	164,314	D
Common Stock	07/09/2018	M(6)	8,310	A	\$0	172,624	D
Common Stock	07/09/2018	M(6)	7,894	A	\$ 0	180,518	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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (7)	07/09/2018		M <u>(1)</u>	4,729	(8)	(8)	Common Stock	4,729
Restricted Stock Unit	\$ 0 (7)	07/09/2018		M(1)	4,597	<u>(9)</u>	<u>(9)</u>	Common Stock	4,597
Restricted Stock Unit	\$ 0 (7)	07/09/2018		M <u>(1)</u>	12,474	(10)	(10)	Common Stock	12,474
Employee Stock Option (Right to Buy)	\$ 51.68	07/09/2018		M ⁽⁵⁾	46,551	(11)	03/03/2024	Common Stock	46,551

Employee Stock Option (Right to Buy)	\$ 79.2	07/09/2018	M(5)	29,284	(12)	03/02/2025	Common Stock	29,284
Employee Stock Option (Right to Buy)	\$ 91.98	07/09/2018	M <u>(5)</u>	29,215	<u>(13)</u>	03/02/2026	Common Stock	29,215
Employee Stock Option (Right to Buy)	\$ 94.62	07/09/2018	M <u>(5)</u>	29,148	(14)	03/02/2027	Common Stock	29,148

Reporting Owners

Reporting Owner Name / Address	eporting Owner Name / Address			
	Director	10% Owner	Officer	Other

Johnston James J. JR 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.
- (2) 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) 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 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

Reporting Owners 3

Edgar Filing: Johnston James J. JR - Form 4

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 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.

- (7) 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.
- (8) These restricted stock units were to vest on March 2, 2019.
- (9) These restricted stock units were to vest on March 4, 2020.
- (10) These restricted stock units were to vest on March 4, 2021.
- (11) This option was granted on March 3, 2014 pursuant to Issuer's Omnibus Stock Incentive Plan of 2009 and is fully vested.
- (12) This option was granted on March 2, 2015 pursuant to Issuer's Omnibus Stock Incentive Plan of 2009 and is fully vested.
- (13) 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.
- (14) 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.