

Johnston James J. JR
 Form 4
 July 10, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Last) (First) (Middle)
 5301 LEGACY DRIVE
 (Street)

PLANO, TX 75024

(City) (State) (Zip)

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
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/09/2018		M ⁽¹⁾		4,729	A	\$ 0	12,591	D
Common Stock	07/09/2018		J ⁽²⁾		256	A	\$ 0	12,847	D
Common Stock	07/09/2018		M ⁽¹⁾		4,597	A	\$ 0	17,444	D
Common Stock	07/09/2018		J ⁽³⁾		139	A	\$ 0	17,583	D
Common Stock	07/09/2018		M ⁽¹⁾		12,474	A	\$ 0	30,057	D

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Common Stock	07/09/2018	<u>J</u> ⁽⁴⁾	59	A	\$ 0	30,116	D
Common Stock	07/09/2018	<u>M</u> ⁽⁵⁾	46,551	A	\$ 51.58	76,667	D
Common Stock	07/09/2018	<u>M</u> ⁽⁵⁾	29,284	A	\$ 79.2	105,951	D
Common Stock	07/09/2018	<u>M</u> ⁽⁵⁾	29,215	A	\$ 91.98	135,166	D
Common Stock	07/09/2018	<u>M</u> ⁽⁵⁾	29,148	A	\$ 94.62	164,314	D
Common Stock	07/09/2018	<u>M</u> ⁽⁶⁾	8,310	A	\$ 0	172,624	D
Common Stock	07/09/2018	<u>M</u> ⁽⁶⁾	7,894	A	\$ 0	180,518	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)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Restricted Stock Unit	\$ 0 ⁽⁷⁾	07/09/2018		<u>M</u> ⁽¹⁾		4,729	<u>(8)</u>	<u>(8)</u>	Common Stock 4,729
Restricted Stock Unit	\$ 0 ⁽⁷⁾	07/09/2018		<u>M</u> ⁽¹⁾		4,597	<u>(9)</u>	<u>(9)</u>	Common Stock 4,597
Restricted Stock Unit	\$ 0 ⁽⁷⁾	07/09/2018		<u>M</u> ⁽¹⁾		12,474	<u>(10)</u>	<u>(10)</u>	Common Stock 12,474
Employee Stock Option (Right to Buy)	\$ 51.68	07/09/2018		<u>M</u> ⁽⁵⁾		46,551	<u>(11)</u>	03/03/2024	Common Stock 46,551

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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.

- (6) 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.

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