Dokmecioglu Ozan 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:

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Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dokmecioglu Ozan

(Zip)

(First) (Middle)

53 SOUTH AVE.

(Last)

(City)

Stock

(Street)

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X 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

BURLINGTON, MA 01803

(State)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common \$0 $A^{(1)}$ 1,060,397 07/09/2018 1,060,397 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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Unit	<u>(2)</u>	07/09/2018		A(3)	1,060,398	<u>(4)</u>	<u>(4)</u>	Common Stock	1,060,39
Restricted Stock Unit	(2)	07/09/2018		A(3)	250,640	<u>(4)</u>	<u>(4)</u>	Common Stock	250,64
Restricted Stock Unit	<u>(2)</u>	07/09/2018		A(3)	250,640	<u>(4)</u>	<u>(4)</u>	Common Stock	250,640

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dokmecioglu Ozan 53 SOUTH AVE.

BURLINGTON, MA 01803

Chief Financial 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 March 15, 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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