

**number,
including area
code: (336)
331-4000**

Not Applicable
(Former Name
or Former
Address, if
Changed Since
Last Report)

Check the
appropriate box
below if the
Form 8-K filing
is intended to
simultaneously
satisfy the
filing
obligation of
the registrant
under any of
the following
provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 and incorporated herein is certain information relating to Primo Water Corporation (the “Company”) which is being disclosed in connection with the offering of common stock mentioned in Item 8.01 below.

The information furnished in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

8.01 Other Events.

On May 14, 2018, the Company issued a press release announcing its intention to offer and sell, subject to market and other conditions, approximately \$65 million of shares of its common stock in a proposed underwritten secondary public offering. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

9.01. Financial Statements and Exhibits.

Exhibits

The exhibits to this Current Report on Form 8-K are listed in the Exhibit Index attached hereto and incorporated herein by reference.

EXHIBIT INDEX

Exhibit No Exhibit Description

- | | |
|------|--|
| 99.1 | <u>Supplemental Regulation FD Disclosure of Primo Water Corporation dated May 14, 2018, furnished herewith</u> |
| 99.2 | <u>Press release dated May 14, 2018, furnished herewith</u> |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRIMO WATER CORPORATION

Date: May 14, 2018

By: /s/ David J. Mills

David J. Mills

Chief Financial Officer