

COTT CORP /CN/  
Form 8-K  
May 29, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 27, 2015**

**Cott Corporation**

**(Exact name of registrant as specified in its charter)**

**Canada**  
**(State or other jurisdiction**

**of incorporation)**

**001-31410**  
**(Commission**

**File Number)**

**98-0154711**  
**(IRS Employer**

**Identification No.)**

**6525 Viscount Road**

**Mississauga, Ontario, Canada**

**L4V1H6**

**5519 West Idlewild Avenue**

**Tampa, Florida, United States**  
**(Address of Principal Executive Offices)**

**33634**  
**(Zip Code)**

**Registrant's telephone number, including area code: (905) 672-1900**

**(813) 313-1800**

**N/A**

**(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))

### Item 1.01 Entry into a Material Definitive Agreement

On May 27, 2015, Cott Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with CIBC World Markets Inc. and Barclays Capital Canada Inc. as Co-Lead Underwriters representing the underwriters named therein (the Underwriters) for the sale of 14,100,000 of the Company's common shares, no par value, for U.S.\$9.25 per share. In connection with the offering, the Company has granted to the Underwriters an option for 30 days to purchase an additional 2,115,000 common shares to cover over-allotments, if any. Delivery of the common shares is expected to occur on or about June 3, 2015, subject to customary closing conditions. The offering is being made in the United States pursuant to a prospectus supplement dated May 27, 2015 and a base prospectus filed with the Company's effective registration statement on Form S-3 (File No. 333-204450), and in each of the Provinces of Canada, except Quebec, pursuant to a prospectus supplement dated May 27, 2015 to the Company's short form base shelf prospectus dated May 19, 2015.

The Company has agreed to indemnify and hold harmless the Underwriters and their affiliates and each of their respective officers, directors, shareholders, employees, controlling persons, partners and agents against certain liabilities in respect of the offering.

The Company and the directors and certain officers of the Company agreed not to, without the prior written consent of the Co-Lead Underwriters on behalf of the Underwriters (such consent not to be unreasonably withheld), create, issue, sell or otherwise lend, transfer or dispose of any common shares or other securities exchangeable or convertible into common shares (or agreement for such) for a period of 90 days, other than as provided under the terms of the Underwriting Agreement.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Form 8-K.

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
------------------------	--------------------

1.1	Underwriting Agreement, dated May 27, 2015, among Cott Corporation, CIBC World Markets Inc., Barclays Capital Canada Inc., Wells Fargo Securities, LLC, BMO Nesbitt Burns Inc. and RBC Dominion Securities Inc.
-----	---

**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.

May 29, 2015

Cott Corporation  
(Registrant)

By: /s/ Marni Morgan Poe  
Marni Morgan Poe  
Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

1.1 Underwriting Agreement, dated May 27, 2015, among Cott Corporation, CIBC World Markets Inc., Barclays Capital Canada Inc., Wells Fargo Securities, LLC, BMO Nesbitt Burns Inc. and RBC Dominion Securities Inc.