

COTT CORP /CN/  
Form 8-K  
May 07, 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 5, 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 2.02. Results of Operations and Financial Condition.**

On May 7, 2015, Cott Corporation (the Company) issued a press release reporting financial results for the fiscal quarter ended April 4, 2015. A copy of the press release is furnished herewith under the Securities Exchange Act of 1934, as amended, as Exhibit 99.1 to this Form 8-K and is incorporated by reference into this Item 2.02 as if fully set forth herein.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 5, 2015, the shareowners of the Company approved an amendment to the Amended and Restated Cott Corporation Equity Incentive Plan (the Equity Incentive Plan) at the Company's Annual and Special Meeting of Shareowners (the Meeting). The amendment to the Equity Incentive Plan and the material terms of the Equity Incentive Plan are described under the caption Approval of Amendment to Amended and Restated Cott Corporation Equity Incentive Plan beginning on page 65 of our Definitive Proxy Statement on Schedule 14A for the Meeting, filed on March 26, 2015 (the Proxy Statement), which description is incorporated herein by reference into this Item 5.02 as if fully set forth herein. The amendment to the Equity Incentive Plan is filed as Appendix B to the Proxy Statement and is incorporated herein by reference into this Item 5.02 as if fully set forth herein.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Meeting was held on Tuesday, May 5, 2015. As at the record date of March 16, 2015, 93,259,829 common shares were outstanding and entitled to notice of and to vote at the Meeting.

*Election of Directors*

At the Meeting, shareowners approved the election of Mark Benadiba, George A. Burnett, Jerry Fowden, David T. Gibbons, Stephen H. Halperin, Betty Jane Hess, Gregory R. Monahan, Mario Pillozzi, Andrew Prozes, Eric S. Rosenfeld and Graham W. Savage to serve for the ensuing year and until their respective successors are elected.

	<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
Mark Benadiba	56,096,321		13,320,756	8,195,287
George A. Burnett	56,772,587		12,644,490	8,195,287
Jerry Fowden	69,098,222		318,855	8,195,287
David T. Gibbons	67,209,760		2,207,317	8,195,287
Stephen H. Halperin	61,638,931		7,778,146	8,195,287
Betty Jane Hess	56,374,009		13,043,068	8,195,287
Gregory R. Monahan	68,846,019		571,058	8,195,287
Mario Pillozzi	68,830,136		586,941	8,195,287
Andrew Prozes	55,934,394		13,482,683	8,195,287
Eric S. Rosenfeld	57,185,970		12,231,107	8,195,287
Graham W. Savage	67,488,133		1,928,944	8,195,287

***Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Certified Public Accounting Firm***

At the Meeting, shareowners approved the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered certified public accounting firm for its 2015 fiscal year.

<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
76,904,549	619,414	37,067	

***Advisory Vote on Executive Compensation***

At the Meeting, shareowners approved, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including Compensation Discussion and Analysis, compensation tables and narrative discussion.

<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
65,965,482	2,063,398	1,336,449	8,195,701

***Approval of Amendment to the Amended and Restated Cott Corporation Equity Incentive Plan***

At the Meeting, shareowners approved an amendment to the Amended and Restated Cott Corporation Equity Incentive Plan.

<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
55,841,096	13,569,277		8,201,991

***Approval of Cott Corporation Employee Share Purchase Plan***

At the Meeting, shareowners approved the Cott Corporation Employee Share Purchase Plan.

<b>For</b>	<b>Against</b>	<b>Withhold</b>	<b>Broker non-votes</b>
69,163,629	197,572		8,199,829

**Item 8.01. Other Events**

On May 6, 2015, the Company announced that the Board of Directors declared a dividend of \$0.06 per common share, payable in cash on June 17, 2015 to shareowners of record at the close of business on June 5, 2015.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
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99.1 Press Release of Cott Corporation, dated May 7, 2015 (furnished herewith).

**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 7, 2015

Cott Corporation  
(Registrant)

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Cott Corporation, dated May 7, 2015 (furnished herewith).