Baldwin James L. JR Form 4 September 17, 2018

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Baldwin James L. JR

(First)

(Street)

(Middle)

Keurig Dr Pepper Inc. [KDP]

3. Date of Earliest Transaction

5301 LEGACY DRIVE

(Month/Day/Year)

09/13/2018

3.

Symbol

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) Chief Legal Officer

Applicable Line)

Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

**PLANO, TX 75024** 

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: Baldwin James L. JR - Form 4

(Instr. 3)	Price of Derivative Security	Derivative			ĺ	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	09/13/2018		A		130,435		(3)	(3)	Common Stock	130,435

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baldwin James L. JR 5301 LEGACY DRIVE PLANO, TX 75024

Chief Legal Officer

## **Signatures**

Kristin E. Blazewicz, attorney in fact

09/17/2018

\*\*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).

Represents matching restricted stock units ("Matching RSUs") granted to the Reporting Person in connection with the Issuer's Elite Investment Program ("Elite Program") under the Issuer's Omnibus Stock Incentive Plan of 2009, as amended. If at any time starting on

- (1) September 5, 2019 through September 13, 2023, the Reporting Person owns fewer than 130,435 shares of Common Stock but more than 78,261 shares of Common Stock, a pro rata portion of the Matching RSU grant will be forfeited. If at any time starting on September 5, 2019 through September 13, 2023, the Reporting Person owns fewer than 78,261 shares of Common Stock, the entire Matching RSU grant will be forfeited.
- (2) Upon vesting, each Matching RSU represents a contingent right to receive one share of the Issuer's Common Stock and is granted pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009, as amended.
- (3) These Matching RSUs vest on September 13, 2023 ("Vesting Date") and will be settled in shares of the Issuer's Common Stock on the settlement date, unless forfeited prior to the Vesting Date pursuant to the Issuer's Elite Investment Program.

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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