

Primo Water Corp
Form 424B3
December 06, 2016
Table Of Contents

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-214200

**CONSENT SOLICITATION STATEMENT OF PROSPECTUS OF
GLACIER WATER SERVICES, INC. PRIMO WATER CORPORATION**

To Stockholders of Glacier Water Services, Inc.:

As you may be aware, Primo Water Corporation, a Delaware corporation (“Primo”), entered into an Agreement and Plan of Merger, dated as of October 9, 2016 (the “Merger Agreement”), by and among Primo, Primo Subsidiary, Inc., a Delaware corporation and wholly-owned subsidiary of Primo (“Merger Sub”), Glacier Water Services, Inc., a Delaware corporation (“Glacier”), and David Shladovsky, as Stockholder Representative. Pursuant to the Merger Agreement, Merger Sub will merge with and into Glacier with Glacier remaining as the surviving entity and a wholly-owned subsidiary of Primo (the “Merger”).

The aggregate purchase price to be paid by Primo to holders of Glacier common stock, holders of options to purchase shares of Glacier common stock and the holder of LLC common units of GW Services LLC (the “Merger consideration”) will consist of (a) approximately \$86.0 million in a combination of cash and shares of Primo common stock (less certain expenses incurred by Glacier in connection with the Merger), subject to adjustment pursuant to the Merger Agreement, and (b) warrants to purchase 2.0 million shares of Primo common stock. The precise amount of the aggregate Merger consideration and the resulting Per Share Merger Consideration (as defined in this consent solicitation statement/prospectus) will not be known until shortly before the effective time of the Merger, but it is currently expected to consist approximately of \$12.17 in cash, 0.87 of a share of Primo common stock and a warrant to purchase 0.54 of a share of Primo common stock.

Primo common stock is traded on the Nasdaq Global Market under the symbol “PRMW.” On October 7, 2016, the last trading day prior to the announcement of the Merger, the last reported sale price of Primo common stock on the Nasdaq Global Market was \$11.85. On December 2, 2016, the most recent practicable date prior to the filing of the accompanying consent solicitation statement/prospectus, the last reported sale price of Primo common stock on the

Nasdaq Global Market was \$12.46. We urge you to obtain current stock price quotations for Primo common stock from a newspaper, the internet or your broker.

Glacier common stock is quoted in the Pink Sheet Electronic Quotation Service under the symbol "GWSV." On October 7, 2016, the last trading day prior to the announcement of the Merger, the last reported sale price of Glacier common stock on the Pink Sheet Electronic Quotation Service was \$11.00. On December 2, 2016, the most recent practicable date prior to the filing of the accompanying consent solicitation statement/prospectus, the last reported sale price of Glacier common stock on the Pink Sheet Electronic Quotation Service was \$22.45. We urge you to obtain current stock price quotations for Glacier common stock from the internet or your broker.

The Glacier board of directors has carefully considered the Merger and the terms of the Merger Agreement and has unanimously determined that the Merger and the Merger Agreement are advisable, fair to and in the best interests of Glacier and its stockholders. Accordingly, the Glacier board of directors has unanimously adopted and approved the Merger and the Merger Agreement. However, the approval of Glacier stockholders holding a majority of the outstanding shares of Glacier common stock entitled to vote on the adoption of the Merger Agreement is required for the Merger to close, and you are being sent this document to ask you to adopt and approve the Merger Agreement and the Merger by signing and returning the consent furnished with this consent solicitation statement/prospectus. No vote of Primo stockholders is required to complete the Merger.

Certain principal stockholders of Glacier have entered into voting agreements with Primo with respect to a portion of their shares, representing approximately 33.3% of all currently outstanding shares of Glacier common stock, under which they have agreed, among other things, to vote all of the shares covered by the voting agreements in favor of adoption and approval of the Merger Agreement and the Merger.

The Glacier board of directors has set October 6, 2016 as the record date for determining holders of Glacier common stock entitled to sign and deliver consents with respect to this solicitation. If you are a record holder of outstanding Glacier common stock on that date, you are urged to complete, date and sign the enclosed consent and promptly return it to Glacier. See the section entitled "Solicitation of Consents" beginning on page 45.

We encourage you to read carefully this consent solicitation statement/prospectus and the documents incorporated by reference into this consent solicitation statement/prospectus in their entirety, including the section entitled "Risk Factors" beginning on page 30.

Table Of Contents

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this consent solicitation statement/prospectus, or determined if this consent solicitation statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This consent solicitation statement/prospectus is dated December 5, 2016, and is first being mailed to Glacier stockholders on or about December 5, 2016.

/s/ Brian H. McInerney
Brian H. McInerney
President and Chief Executive Officer

Glacier Water Services, Inc.

Table Of Contents

GLACIER WATER SERVICES, INC.

1385 Park Center Drive

Vista, California 92081

Notice of Solicitation of Consent

To Stockholders of Glacier Water Services, Inc.:

Pursuant to an Agreement and Plan of Merger, dated as of October 9, 2016 (the “Merger Agreement”), by and among Primo Water Corporation, a Delaware corporation (“Primo”), Primo Subsidiary, Inc., a Delaware corporation and wholly-owned subsidiary of Primo (“Merger Sub”), Glacier Water Services, Inc., a Delaware corporation (“Glacier”), and David Shladovsky, as Stockholder Representative, Merger Sub will merge with and into Glacier with Glacier remaining as the surviving entity and a wholly-owned subsidiary of Primo (the “Merger”).

This consent solicitation statement/prospectus is being delivered to you on behalf of the Glacier board of directors to request that holders of Glacier common stock as of the record date of October 6, 2016 sign and return consents to adopt and approve the Merger Agreement and the Merger.

This consent solicitation statement/prospectus describes the proposed Merger and the actions to be taken in connection with the Merger and provides additional information about the parties involved. Please give this information your careful attention. A copy of the Merger Agreement is attached as Appendix A to this consent solicitation statement/prospectus.

A summary of the appraisal rights that may be available to you is described below under “Appraisal Rights.” Please note that if you wish to exercise appraisal rights you must not sign and return a consent adopting and approving the Merger Agreement and the Merger. However, so long as you do not return a consent form at all, it is not necessary to affirmatively vote against or disapprove the Merger. In addition, you must take all other steps necessary to perfect your appraisal rights.

The Glacier board of directors has carefully considered the Merger and the terms of the Merger Agreement and has unanimously determined that the Merger and the Merger Agreement are advisable, fair to and in the

best interest of Glacier and its stockholders.

Please complete, date and sign the consent furnished with this consent solicitation statement/prospectus and return it promptly to Glacier by one of the means described in the section entitled "Solicitation of Consents."

By Order of the Board of Directors,

/s/ Steven D. Stringer
Steven D. Stringer
Secretary

Table Of Contents

ADDITIONAL INFORMATION

This consent solicitation statement/prospectus incorporates by reference important business and financial information about Primo from other documents that Primo has filed with the U.S. Securities and Exchange Commission (the “SEC”). These documents are furnished to you with this consent solicitation statement/prospectus. For a listing of the documents incorporated by reference into this consent solicitation statement/prospectus, see the section entitled “Where You Can Find Additional Information.”

Primo will provide you with copies of such documents (excluding all exhibits, unless Primo has specifically incorporated by reference an exhibit in the accompanying consent solicitation statement/prospectus), without charge, upon written or oral request to:

Primo Water Corporation

Investor Relations

101 North Cherry Street, Suite 501

Winston-Salem, North Carolina 27101

(336) 331-4000

ABOUT THIS CONSENT SOLICITATION STATEMENT/PROSPECTUS

This consent solicitation statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by Primo, constitutes a prospectus of Primo under Section 5 of the Securities Act of 1933, as amended (the “Securities Act”), with respect to the shares of Primo common stock and the warrants to purchase shares of Primo common stock to be issued to Glacier stockholders, holders of Glacier stock options and the holder of LLC common units (the “minority LLC common units”) of GW Services LLC, a California limited liability company and subsidiary of Glacier, pursuant to the Merger Agreement. This document also constitutes a consent solicitation statement of Glacier with respect to the proposal to adopt the Merger Agreement.

Primo has supplied all information contained or incorporated by reference in this consent solicitation statement/prospectus relating to Primo, including Primo's most recent Annual Report on Form 10-K for the year ended December 31, 2015 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016. Primo has not authorized anyone to provide you with information that is different from what is contained in this consent solicitation statement/prospectus.

You should rely only on the information contained in or incorporated by reference into this consent solicitation statement/prospectus. Neither Primo nor Glacier has authorized anyone to provide you with different information. This consent solicitation statement/prospectus is dated as of December 5, 2016. You should not assume that information contained in this consent solicitation statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this consent solicitation statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this consent solicitation statement/prospectus to the Glacier equityholders nor the issuance by Primo of common stock and warrants to purchase common stock in the Merger will create any implication to the contrary.

This consent solicitation statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a consent, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this consent solicitation statement/prospectus regarding Primo has been provided by Primo and information contained in this consent solicitation statement/prospectus regarding Glacier has been provided by Glacier.

Table Of Contents

All references in this consent solicitation statement/prospectus to “Primo” refer to Primo Water Corporation, a Delaware corporation; all references in this consent solicitation statement/prospectus to “Merger Sub” refer to Primo Subsidiary, Inc., a Delaware corporation and wholly-owned subsidiary of Primo; all references in this consent solicitation statement/prospectus to “Glacier” refer to Glacier Water Services, Inc., a Delaware corporation, and (except where the context indicates otherwise) its subsidiaries; all references in this consent solicitation statement/prospectus to the “Combined Company” refer to Primo following the completion of the Merger; all references in this consent solicitation statement/prospectus to “Primo common stock” refer to the common stock, par value \$0.001 per share, of Primo; all references in this consent solicitation statement/prospectus to “warrants to purchase shares of Primo common stock” refer to the warrants to be issued by Primo to Glacier equityholders in connection with the Merger to purchase shares of Primo common stock at an exercise price equal to \$11.88 per share of Primo common stock; all references in this consent solicitation statement/prospectus to “Primo stockholders” refer to the holders of Primo common stock; all references in this consent solicitation statement/prospectus to “Glacier common stock” refer to the common stock, par value \$0.01 per share, of Glacier; all references in this consent solicitation statement/prospectus to “Glacier stockholders” refer to the holders of Glacier common stock; all references in this consent solicitation statement/prospectus to “Glacier stock options” refer to the option to purchase shares of Glacier common stock; all references in this consent solicitation statement/prospectus to “holders of Glacier stock options” refer to the holders of options to purchase shares of Glacier common stock; all references in this consent solicitation statement/prospectus to “minority LLC common units” refer to the LLC common units of GW Services LLC, a California limited liability company and a majority-owned subsidiary of Glacier; all references in this consent solicitation statement/prospectus to “Glacier equityholders” refer to the Glacier stockholders, holders of options to purchase shares of Glacier common stock, and Glacier Water Holdings, LLC, the holder of the minority LLC common units; all references in this consent solicitation statement/prospectus to the “Merger” refer to the proposed merger of Merger Sub with and into Glacier; unless otherwise indicated or as the context requires, all references in this consent solicitation statement/prospectus to “we,” “our” and “us” refer to Primo and Glacier collectively; and, unless otherwise indicated or as the context requires, all references to the “Merger Agreement” refer to the Agreement and Plan of Merger, dated as of October 9, 2016, by and among Primo, Merger Sub, Glacier, and David Shladovsky, as Stockholder Representative.

Table Of Contents

TABLE OF CONTENTS

Page

<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	8
<u>The Companies</u>	8
<u>The Merger</u>	9
<u>Merger Consideration</u>	9
<u>Per Share Merger Consideration</u>	10
<u>Treatment of Glacier Stock Options and Minority LLC Common Units</u>	10
<u>Escrow</u>	11
<u>Certain Other Effects of the Merger</u>	11
<u>Exchange Procedures for Shares of Glacier Common Stock</u>	12
<u>Ownership of Primo Following the Merger</u>	12
<u>Debt Financing of the Merger</u>	12
<u>Risk Factors</u>	13
<u>Record Date; Glacier Stockholders Entitled to Consent</u>	13
<u>Consents; Required Consents</u>	13
<u>Submission of Consents</u>	14
<u>Signing Consents; Revocation of Consents</u>	14
<u>Solicitation</u>	14
<u>Primo's Reasons for the Merger</u>	14
<u>Glacier's Reasons for the Merger;</u>	
<u>Recommendation of the Glacier Board of Directors</u>	14

<u>Voting Agreements</u>	15
<u>Lock-up Agreements</u>	15
<u>Interests of Glacier</u>	
<u>Directors and Executive Officers in the Merger</u>	15
<u>Expected Timing of the Merger</u>	16
<u>Conditions to Completion of the Merger</u>	17
<u>Termination of the Merger Agreement</u>	17
<u>Termination Fees</u>	18
<u>Accounting Treatment</u>	19
<u>Appraisal Rights</u>	19
<u>Comparison of Rights of Stockholders</u>	20
<u>Listing of Primo Common Stock</u>	20
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	20
<u>Comparative Market Price and Dividend Matters</u>	22
<u>Comparative Historical and Unaudited Pro Forma Per Share Data</u>	23
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PRIMO</u>	
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF GLACIER</u>	
<u>SELECTED UNAUDITED PRO FORMA FINANCIAL DATA</u>	25
<u>RISK FACTORS</u>	27
<u>Risks Relating to the Merger</u>	30
<u>Risks Relating to the Combined Company Following the Merger</u>	33
<u>Risks Relating to Primo's Business</u>	38

<u>Risks Relating to Glacier's Business</u>	38
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	43
<u>SOLICITATION OF CONSENTS THE COMPANIES THE MERGER</u>	45
<u>The Merger</u>	47
<u>Effect of the Merger:</u>	49
<u>Merger Consideration</u>	49

Table Of Contents

<u>Background of the Merger</u>	50
<u>Ownership of Primo Following the Merger</u>	54
<u>Board of Directors and Management of Primo Following the Merger</u>	54
<u>Primo's Reasons for the Merger</u>	55
<u>Glacier's Reasons for the Merger: Recommendation of the Glacier Board of Directors</u>	57
<u>Stock Ownership of Glacier Directors and Executive Officers</u>	57
<u>Interests of Glacier Directors and Executive Officers in the Merger</u>	58
<u>Accounting Treatment</u>	59
<u>Listing of Primo Common Stock</u>	59
<u>Appraisal Rights</u>	60
<u>Restrictions on Sales of Shares of Primo Common Stock Received in the Merger</u>	64
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	64
<u>THE MERGER AGREEMENT</u>	68
<u>Explanatory Note Regarding the Merger Agreement</u>	68
<u>The Merger</u>	68
<u>Completion and Effectiveness of the Merger</u>	68
<u>Directors and Officers of the Surviving Corporation</u>	69
<u>Merger Consideration</u>	69
<u>Per Share Merger Consideration</u>	70
<u>Treatment of Glacier Stock Options and the Minority LLC Common Units</u>	70
<u>Escrow</u>	71
<u>Certain Other Effects of the Merger</u>	72
<u>Exchange Procedures for Shares of Glacier Common Stock</u>	72
<u>Lost, Stolen and Destroyed Certificates</u>	73
<u>Representations and Warranties</u>	73
<u>Conduct of Business Before Completion of the Merger</u>	75
<u>Exclusivity</u>	78
<u>Glacier Stockholder Approval</u>	79
<u>Efforts to Complete the Merger</u>	80
<u>Other Covenants and Agreements</u>	81
<u>Conditions to Completion of the Merger</u>	81
<u>Survival and Indemnification</u>	83
<u>Termination of the Merger Agreement</u>	84
<u>Effect of Termination</u>	85
<u>Termination Fees</u>	86
<u>Miscellaneous</u>	86
<u>THE WARRANT AGREEMENT</u>	88
<u>THE VOTING AGREEMENTS</u>	90
<u>LOCK-UP AGREEMENTS</u>	91
<u>DESCRIPTION OF THE DEBT FINANCING</u>	93
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	95
<u>MARKET PRICE AND DIVIDEND INFORMATION</u>	105
<u>DESCRIPTION OF PRIMO CAPITAL STOCK</u>	107
<u>INFORMATION ABOUT GLACIER</u>	113
<u>COMPARISON OF RIGHTS OF PRIMO AND GLACIER STOCKHOLDERS</u>	139
<u>LEGAL MATTERS</u>	147
<u>EXPERTS</u>	147

<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	148
<u>GLACIER WATER SERVICES, INC. INDEX TO CONSOLIDATED FINANCIAL STATEMENTS</u>	F-1

Table Of Contents

APPENDIX A – AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 9, 2016, BY AND AMONG PRIMO WATER CORPORATION, PRIMO SUBSIDIARY, INC., GLACIER WATER SERVICES, INC. AND DAVID SHLADOVSKY, AS STOCKHOLDER REPRESENTATIVE

APPENDIX B –FORM OF WARRANT AGREEMENT

APPENDIX C – VOTING AGREEMENTS BY AND AMONG PRIMO WATER CORPORATION AND EACH OF RICHARD KAYNE, BRIAN MCINERNEY AND CHARLES NORRIS

APPENDIX D – EMPLOYMENT AGREEMENT, DATED AS OF OCTOBER 9, 2016, BETWEEN PRIMO WATER CORPORATION AND BRIAN MCINERNEY

APPENDIX E –FORM OF LOCK-UP AGREEMENT

APPENDIX F –SECTION 262 OF THE DELAWARE GENERAL CORPORATION LAW

Table Of Contents

QUESTIONS AND ANSWERS

The following are brief answers to certain questions that you, as a Glacier equityholder, may have regarding the Merger and the Merger Agreement. Glacier equityholders should read carefully the remainder of this consent solicitation statement/prospectus because the information in this section may not provide all the information that might be important to you with respect to the Merger. Additional important information is also contained in the appendices and exhibits to, and the documents incorporated by reference in, this consent solicitation statement/prospectus. See “Where You Can Find Additional Information” beginning on page 148.

Q: Why am I receiving this consent solicitation statement/prospectus?

A: Primo has agreed to acquire Glacier under the terms of the Merger Agreement that is described in this consent solicitation statement/prospectus. See the section titled “The Merger Agreement” beginning on page 68 of this consent solicitation statement/prospectus. A copy of the Merger Agreement is attached to this consent solicitation statement/prospectus as Appendix A. It is the legal document that governs the Merger.

The board of directors of Glacier is providing these consent solicitation materials to the Glacier stockholders, and is soliciting such holders’ consent to a proposal to adopt and approve the Merger Agreement and the Merger and the other transactions contemplated by the Merger Agreement. These consent solicitation materials also constitute a prospectus with respect to the shares of Primo common stock and the warrants to purchase shares of Primo common stock to be issued to Glacier equityholders in the Merger. This consent solicitation statement/prospectus contains important information about the Merger and the Merger Agreement, including the availability of appraisal rights in connection with the Merger, and you should read this consent solicitation statement/prospectus carefully.

Q: What will happen to Glacier as a result of the Merger, and what will I receive in the Merger?

A: As a result of the Merger, Merger Sub, a wholly-owned subsidiary of Primo, will merge with and into Glacier and outstanding shares of Glacier common stock, Glacier stock options and minority LLC common units will be cancelled. Upon the effective time of the Merger, you will be entitled to receive a combination of cash, shares of Primo common stock and warrants to purchase shares of Primo common stock.

Under the Merger Agreement, at the effective time of the Merger and without any action on the part of the holder thereof, the outstanding shares of Glacier common stock, Glacier stock options and minority LLC common units will be converted into or exchanged for the right to receive an aggregate of approximately \$50,000,000 in cash and approximately \$36,000,000 of shares of Primo common stock, each subject to adjustment pursuant to the Merger Agreement, and warrants to purchase 2,000,000 shares of Primo common stock at an exercise price equal to \$11.88 per share of Primo common stock. The precise amount of the aggregate Merger consideration and the resulting Per Share Merger Consideration (as defined in this consent solicitation statement/prospectus) will not be known until

shortly before the effective time of the Merger, but it is currently estimated to consist of approximately \$12.17 in cash, 0.87 of a share of Primo common stock and a warrant to purchase 0.54 of a share of Primo common stock.

1

Table Of Contents

Q: Why are Primo and Glacier proposing the Merger?

Primo and Glacier believe that combining the strengths of the two companies is in the best interests of their respective companies and stockholders. The Merger of Primo and Glacier will unite two highly complementary brands and position the Combined Company with approximately 46,000 retail locations throughout the United States and Canada with the opportunity to generate significant operating scale through an expansive refill and exchange network. To review the reasons for the Merger in greater detail, see the sections titled “The Merger – Primo’s Reasons for the Merger” beginning on page 55 of this consent solicitation statement/prospectus and “The Merger – Glacier’s Reasons for the Merger; Recommendation of the Glacier Board of Directors” beginning on page 57 of this consent solicitation statement/prospectus.

Q: Does the board of directors of Glacier support the Merger?

Yes. The board of directors of Glacier has determined that the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger, are advisable, fair to and in the best interests of Glacier and its stockholders, and unanimously recommends that Glacier stockholders adopt and approve the Merger Agreement and the Merger and the other transactions contemplated by the Merger Agreement by signing and delivering the consent furnished with this consent solicitation statement/prospectus.

Q: What happens if the Merger is not consummated?

If the Merger Agreement is not adopted by the Glacier stockholders or if the Merger is not completed for any other reason, you will not receive any payment for your shares of Glacier common stock, Glacier stock options or minority LLC common units in connection with the Merger. Instead, Glacier will remain an independent company. In certain circumstances, as described under “The Merger Agreement – Termination Fees”, a termination fee of \$7.5 million may be payable by Glacier to Primo or by Primo to Glacier.

Q: Who is soliciting my consent?

The board of directors of Glacier is providing these consent solicitation materials to Glacier stockholders, and is soliciting such holders’ consent to adopt and approve the Merger Agreement and the Merger and the other transactions contemplated by the Merger Agreement. These consent solicitation materials also constitute a prospectus with respect to the shares of Primo common stock and the warrants to purchase shares of Primo common stock to be issued to Glacier equityholders in the Merger.

Q: What am I being asked to approve?

A:

Glacier stockholders are being asked to adopt and approve the Merger Agreement and the Merger and the other transactions contemplated by the Merger Agreement.