

CD&R INVESTMENT ASSOCIATES VI INC  
 Form 3  
 December 02, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

|  |         |          |   |  |  |
|--|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person *                      |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â CULLIGAN   |         |          | (Month/Day/Year)  | Primo Water Corp [PRMW]                            |  |
| INTERNATIONAL Co   |         |          | 11/22/2010  |  |  |
| (Last)   | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 9399 WEST HIGGINS ROAD,Â SUITE 1100                            |         |          | (Check all applicable)  |  |  |
| (Street)   |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |  |
| ROSEMONT,Â ILÂ 60018   |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |  |
| (City)                      (State)                      (Zip) |         |          | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock                       | 2,587,500   | D   | Â   |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |
| Common Stock                       | 2,587,500   | I   | See Footnote <sup>(1)</sup>                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CULLIGAN INTERNATIONAL Co<br>9399 WEST HIGGINS ROAD<br>SUITE 1100<br>ROSEMONT, IL 60018  | ^             | ^ X       | ^       | ^     |
| CULLIGAN HOLDING INC.<br>C/O CULLIGAN INTERNATIONAL COMPANY<br>9399 WEST HIGGINS ROAD, SUITE 1100<br>ROSEMONT, IL 60018          | ^             | ^ X       | ^       | ^     |
| CULLIGAN HOLDING Co B.V.<br>C/O CULLIGAN INTERNATIONAL COMPANY<br>9399 WEST HIGGINS ROAD, SUITE 1100<br>ROSEMONT, IL 60018       | ^             | ^ X       | ^       | ^     |
| CULLIGAN HOLDING S.AR.L.<br>C/O CULLIGAN INTERNATIONAL COMPANY<br>9399 WEST HIGGINS ROAD, SUITE 1100<br>ROSEMONT, IL 60018       | ^             | ^ X       | ^       | ^     |
| CULLIGAN INTERNATIONAL S.AR.L.<br>C/O CULLIGAN INTERNATIONAL COMPANY<br>9399 WEST HIGGINS ROAD, SUITE 1100<br>ROSEMONT, IL 60018 | ^             | ^ X       | ^       | ^     |
| CULLIGAN INVESTMENTS S.AR.L.<br>C/O CULLIGAN INTERNATIONAL COMPANY<br>9399 WEST HIGGINS ROAD, SUITE 1100<br>ROSEMONT, IL 60018   | ^             | ^ X       | ^       | ^     |
|  | ^             | ^ X       | ^       | ^     |



## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Reflects shares held directly by Culligan International Company. Culligan International Company is a wholly-owned subsidiary of Culligan Holding Inc., which is a wholly-owned subsidiary of Culligan Holding Company B.V., which is a wholly-owned subsidiary of Culligan Holding S.??.l., which is a wholly-owned subsidiary of Culligan International S.??.l., which is a wholly-owned subsidiary of Culligan Ltd. Clayton, Dubilier & Rice Fund VI Limited Partnership owns approximately 77.8% of the outstanding voting securities of Culligan Ltd. CD&R Associates VI Limited Partnership is the general partner of Clayton, Dubilier & Rice Fund VI Limited Partnership, and CD&R Investment Associates VI, Inc. is the general partner of CD&R Associates VI Limited Partnership. Each of CD&R Associates VI Limited Partnership and CD&R Investment Associates VI, Inc. expressly disclaims beneficial ownership of the shares held directly by Culligan.

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### Remarks:

(a)Â Clayton,Â DubilierÂ &Â RiceÂ FundÂ VIÂ LimitedÂ PartnershipÂ byÂ CD&RÂ AssociatesÂ VIÂ LimitedÂ Partners

(b)Â CD&RÂ AssociatesÂ VIÂ LimitedÂ PartnershipÂ byÂ CD&RÂ InvestmentÂ AssociatesÂ VI,Â Inc.,Â itsÂ generalÂ p

(c)Â CD&RÂ InvestmentÂ AssociatesÂ VI,Â Inc.Â byÂ /s/Â TheresaÂ A.Â Gore,Â ViceÂ President,Â TreasurerÂ andÂ As

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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