

COTT CORP /CN/
Form 8-A12B
May 04, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Cott Corporation

(Exact name of Registrant as specified in its charter)

Canada

(State or other jurisdiction of incorporation
or organization)

98-0154711

(I.R.S. Employer
Identification No.)

1200 Britannia Rd., East

L4W 4T5

Mississauga, Ontario, Canada

Corporate Center III

4221 W. Boy Scout Blvd., Suite 400

Tampa, Florida, United States

33607

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered

Name of each exchange on which each class is to

Rights attached to Common Shares without

be registered

New York Stock Exchange

nominal or par value pursuant to Rights

Agreement

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. [X]

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. []

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. []

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be registered

On May 1, 2018, Cott Corporation (the Company) entered into a Shareholder Rights Plan Agreement with Computershare Investor Services Inc. (the Rights Agreement), which provides for the issuance of one right (a Right) for each outstanding common share without nominal or par value outstanding at the close of business on May 1, 2018.

The description of the Rights Agreement and the Rights is included in the Company's Current Report on Form 8-K, filed with the U.S. Securities and Exchange Commission on May 4, 2018 (the Form 8-K) and is incorporated by reference herein. Such description does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement (including the form of Rights Certificate, attached thereto as Exhibit A) which is incorporated herein by reference to Exhibit 4.1 to the Form 8-K.

Item 2. Exhibits

| Exhibit No. | Description | Incorporated by Reference | | | | Filed |
|--------------------|--|----------------------------------|-----------------------|---------------------------|------------------------|-----------------|
| | | <u>Form</u> | <u>Exhibit</u> | <u>Filing Date</u> | <u>File No.</u> | Herewith |
| 3.1 | Articles of Amalgamation of Cott Corporation, as amended | | | | | * |
| 3.2 | By-laws of Cott Corporation, as amended | | | | | * |
| 4.1 | Shareholder Rights Plan Agreement, dated as of May 1, 2018, between Cott Corporation and Computershare Investor Services Inc., as Rights Agent | 8-K | 4.1 | 5/4/18 | 001-31410 | |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Cott Corporation

May 4, 2018

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