

COTT CORP /CN/  
Form S-8 POS  
June 05, 2015

As filed with the Securities and Exchange Commission on June 5, 2015

Registration No. 333-151812

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Cott Corporation**

**(Exact name of Registrant as specified in its charter)**

**Canada**  
**(State or other jurisdiction of**

**98-0154711**  
**(IRS Employer**

<b>incorporation or organization)</b>	<b>Identification No.)</b>
<b>6525 Viscount Road</b>	
<b>Mississauga, Ontario, Canada</b>	<b>L4V 1H6</b>
<b>5519 West Idlewild Avenue</b>	
<b>Tampa, Florida, United States</b>	<b>33634</b>
<b>(Address of Principal Executive Offices)</b>	<b>(Zip Code)</b>

**Cott Corporation Executive Investment Share Purchase Plan (2008 Restatement)**

**(Full title of the plan)**

**Marni Morgan Poe**

**Vice President, General Counsel and Secretary**

**Cott Corporation**

**5519 West Idlewild Avenue**

**Tampa, Florida, United States 33634**

**(813) 313-1800**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copy to:*

**H. John Michel, Jr.**

**Matthew H. Meyers**

**Drinker Biddle & Reath LLP**

**One Logan Square, Suite 2000**

**Philadelphia, PA 19103**

(215) 988-2700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

**EXPLANATORY NOTE**

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-151812) (the Registration Statement ) of Cott Corporation (the Company ), which was filed with the Securities and Exchange Commission on June 20, 2008. The Registration Statement registered common shares and plan interests for issuance pursuant to the Cott Corporation Executive Investment Share Purchase Plan (2008 Restatement) (the Plan ). The Plan has terminated, and all rights to purchase shares under the Plan have been exercised or have expired.

This Amendment is being filed for the sole purpose of terminating the Registration Statement and deregistering any unissued securities previously registered under the Registration Statement and issuable under the Plan. The Company hereby removes from registration any and all unissued common shares and plan interests registered under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-151812 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida, on June 5, 2015.

COTT CORPORATION

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