#### ROSENFELD ERIC

Form 4

January 06, 2011

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

STATEMENT OF CHANGES IN 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

may continue. See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ROSENFELD ERIC** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

10% Owner

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

COTT CORP /CN/ [COT]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) X\_ Director Officer (give title Other (specify 01/04/2011

below)

C/O CRESCENDO PARTNERS, 825 THIRD AVENUE,

40TH FLOOR

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. 7. Nature of

Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Indirect (I) **Following** Reported (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

Common 01/04/2011 J(1)228,545 D \$0 0 I Shares

Crescendo Partners III,

By

Indirect

Ownership

(Instr. 4)

L.P.

By Crescendo

Common 5,966,455 (2) I Shares

Partners II. L.P. Series

Common  $159,709 \frac{(3)}{}$ D Shares

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.		6. Date Exerc	rcisable and 7. Tit		le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	tion Date, if TransactionNumber Expiration Date Code of (Month/Day/Year)		Expiration Da	ate Amou		int of	Derivative	J
Security	or Exercise		any			Year)	Underlying		Security	,	
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8)		Derivative	Derivative			ities	(Instr. 5)	]
	Derivative				Securities Acquired			(Instr.	3 and 4)		(
	Security										J
				(A) or							J
					Disposed						7
				of (D)						(	
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration	Title	Number		
								of			
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROSENFELD ERIC C/O CRESCENDO PARTNERS 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022

X

### **Signatures**

/s/ Marni Morgan Poe, Attorney-in-Fact 01/06/2011

\*\*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).
- Shares owned by Crescendo Partners III, L.P., a limited partnership whose general partner is Crescendo Investments III, L.L.C, a limited

  (1) liability company whose managing member is Mr. Rosenfeld, were distributed to a limited partner of such limited partnership through an in-kind distribution for no additional consideration.
- As the managing member of Crescendo Investments II, LLC which in turn is the general partner of Crescendo Partners II, L.P., Series I, Mr. Rosenfeld may be deemed to beneficially own the 5,966,455 Common Shares owned by Crescendo Partners II, L.P., Series I. Mr.
- Rosenfeld disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Rosenfeld is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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Shares were held in the Reporting Person's name through a trust pursuant to the Share Plan for Non-Employee Directors. Such plan was terminated effective February 23, 2010. In connection with such termination and subsequent distribution of shares to the Reporting Person, the third party administrator for the plan withheld 8 shares on May 5, 2010 to cover administrative expenses. The number of shares beneficially owned by the Reporting Person has been adjusted to reflect such withholding.

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.