ROSENFELD ERIC

Form 4

February 23, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

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

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROSENFELD ERIC			2. Issuer Name and Ticker or Trading Symbol COTT CORP /CN/ [COT]	5. Relationship of Reporting Person(s) to Issuer			
				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
C/O CRESCENDO			05/05/2010	Officer (give title Other (specify			
PARTNERS, 40TH FLOO		D AVENUE,		below) below)			
40111 FLOO	K						
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			

NEW YORK, NY 10022

X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		d of	5. Amount of Securities Ownersh Beneficially Form: Di Owned (D) or Following Indirect (Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares	05/05/2010		S	11 (1)	D	\$ 8.55	159,709 (2)	D	
Common Shares							0	I	By Crescendo Partners III, L.P.
Common Shares							5,966,455 <u>(3)</u>	I	By Crescendo Partners II, L.P. Series I

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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)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

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

02/23/2011

Date

**Signature of Reporting Person

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).
- In connection with the termination of the Share Plan for Non-Employee Directors (the "Share Plan") on February 23, 2010 and
 (1) subsequent distribution of shares from the Share Plan to the Reporting Person, the third party administrator for the Share Plan sold these shares on the open market to cover administrative expenses.
- The amount of shares beneficially owned by the Reporting Person following the reported transaction has not changed from the amount (2) reported in the Form 4 filed on January 6, 2011, as the amount of shares reported in such Form 4 adjusted for the sale to the third party administrator described in footnote 1.
- (3) 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.

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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.

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.