

COTT CORP /CN/  
Form S-8 POS  
June 12, 2018

As filed with the Securities and Exchange Commission on June 12, 2018

Registration No. 333-108128

**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**

**incorporation or organization)**

**Identification No.)**

**1200 Britannia Rd., East  
Mississauga, Ontario, Canada**

**L4W 4T5**

**Corporate Center III**

**4221 W. Boy Scout Blvd., Suite 400  
Tampa, Florida, United States  
(Address of Principal Executive Offices)**

**33607  
(Zip Code)**

**The Restated Cott USA 401(k) Savings & Retirement Plan**

**and**

**Cott Beverages San Bernardino Savings & Retirement Plan**

**(Full title of the plans)**

**Marni Morgan Poe**

**Vice President, General Counsel and Secretary**

**Cott Corporation**

**Corporate Center III**

**4221 W. Boy Scout Blvd., Suite 400**

**Tampa, Florida, United States 33607**

**(813) 313-1732**

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

*Copy to:*

**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, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth 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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

**DEREGISTRATION OF COMMON SHARES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-108128) (the Registration Statement ) of Cott Corporation (the Company ), which was filed with the Securities and Exchange Commission on August 21, 2003. The Registration Statement registered common shares and plan interests for issuance pursuant to the Restated Cott USA 401(k) Savings & Retirement Plan and Cott Beverages San Bernardino Savings & Retirement Plan (the Plans ).

The Company has terminated its offering of securities pursuant to the Plans and all common shares in the Plans were liquidated. Accordingly, the Company hereby terminates the effectiveness of the Registration Statement and hereby removes from registration any remaining common shares and all plan interests that were registered for issuance pursuant to the Registration Statement and that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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. 333-108128 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida, on June 12, 2018.

COTT CORPORATION

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