

Stockpack Ltd
Form S-4/A
May 22, 2015
Table of Contents

As filed with the Securities and Exchange Commission on May 22, 2015

No. 333-204130

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

Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Cott Beverages Inc.

Additional Registrants Listed on Schedule A Hereto

(Exact name of Registrant as specified in its charter)

Georgia (State or other jurisdiction of incorporation or organization)	2086 (Primary Standard Industrial Classification Code Number) 6525 Viscount Road	58-1947565 (I.R.S. Employer Identification Number)
---	---	---

Mississauga, Ontario, Canada L4V1H6

(905) 672-1900

5519 West Idlewild Avenue, Suite 100

Tampa, Florida, United States 33634

(813) 313-1800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Marni Morgan Poe

Vice President, Secretary and General Counsel

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)

Copies to:

Christian O. Nagler

Kirkland & Ellis LLP

Neil Sheehy

Goodmans LLP

601 Lexington Avenue
New York, New York 10022
(212) 446-4800

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7
(416) 979-2211

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective and all other conditions to the plan of arrangement contemplated by the arrangement agreement described in the enclosed proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
5.375% Senior Notes due 2022	\$525,000,000	\$525,000,000	\$61,005.00
Guarantees of 5.375% Senior Notes due 2022	\$525,000,000		(1)

(1) Pursuant to Rule 457(n), no additional registration fee is payable with respect to the guarantees.

(2) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission acting pursuant to said Section 8(a) may determine.

Table of Contents**SCHEDULE A**

Additional Registrants	State of Incorporation or Organization	Principal Executive Offices	I.R.S. Employer Identification Number
Cott Corporation	Canada	6525 Viscount Road, Mississauga, ON L4V 1H6	98-0154711
156775 Canada Inc.	Canada	6525 Viscount Road, Mississauga, ON L4V 1H6	89614 3872 RC0001
2011438 Ontario Limited	Canada	6525 Viscount Road, Mississauga, ON L4V 1H6	86503 7055 RC0001
804340 Ontario Limited	Canada	6525 Viscount Road, Mississauga, ON L4V 1H6	89614 3278 RC0001
967979 Ontario Limited	Canada	6525 Viscount Road, Mississauga, ON L4V 1H6	13169 9266 RC0001
Aimia Foods EBT Company Limited	United Kingdom	Penny Lane, Haydock, Merseyside, WA11 0QZ	N/A
Aimia Foods Group Limited	United Kingdom	Penny Lane, Haydock, Merseyside, WA11 0QZ	N/A
Aimia Foods Holdings Limited	United Kingdom	Penny Lane, Haydock, Merseyside, WA11 0QZ	33859 23707
Aimia Foods Limited	United Kingdom	Penny Lane, Haydock, Merseyside, WA11 0QZ	27320 02926
Calypso Soft Drinks Limited	United Kingdom	Spectrum Business Park, Wrexham Industrial Estate, Wrexham, CLWYD, LL13 9QA	61520 80806
Caroline LLC	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	27-3093616
Cliffstar LLC	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	37-1606117
Cooke Bros. (Tattenhall). Limited	United Kingdom	Spectrum Business Park, Wrexham Industrial Estate, Wrexham, CLWYD, LL13 9QA	N/A
Cooke Bros Holdings	United Kingdom		27472 27943

Edgar Filing: Stockpack Ltd - Form S-4/A

Limited		Spectrum Business Park, Wrexham Industrial Estate, Wrexham, CLWYD, LL13 9QA	
Cott (Nelson) Limited	United Kingdom	Kegworth Citrus Grove Side Ley, Derbyshire, UK DE74 2FJ	N/A
Cott Acquisition Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	27-3240536
Cott Acquisition LLC	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	27-3178138
Cott Beverages Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	32600 90818

Table of Contents

Additional Registrants	State of Incorporation or Organization	Principal Executive Offices	I.R.S. Employer Identification Number
Cott Developments Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	27983 15501
Cott Europe Trading Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	N/A
Cott Holdings Inc.	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	58-2020185
Cott Investment, L.L.C.	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	N/A
Cott Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	N/A
Cott Luxembourg S.A.R.L.	Luxembourg	595, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg	30-0705724
Cott Nelson (Holdings) Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	N/A
Cott Private Label Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	N/A
Cott Retail Brands Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	36420 02440
Cott U.S. Acquisition LLC	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	27-3178210
Cott UK Acquisition Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	27-3240546
Cott USA Finance LLC	Delaware	Kegworth Citrus Grove Side Ley, Derbyshire, UK DE74 2FJ	N/A
Cott Vending Inc.	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	80-0003395

Edgar Filing: Stockpack Ltd - Form S-4/A

Cott Ventures Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	24023 00618
Cott Ventures UK Limited	United Kingdom	Citrus Grove, Side Ley Kegworth, Derby, DE74 2FJ	33870 29661
DS Customer Care, LLC	Delaware	5519 W. Idlewild Ave. Tampa, FL 33634	N/A
DS Services Holdings, Inc.	Delaware	5519 W. Idlewild Ave. Tampa, FL 33634	20-5752672
DS Services of America, Inc.	Delaware	5519 W. Idlewild Ave. Tampa, FL 33634	20-5743877
DSS Group, Inc.	Delaware	5519 W. Idlewild Ave. Tampa, FL 33634	26-1240225
Interim BCB, LLC	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	N/A
Mr Freeze (Europe) Limited	United Kingdom	Spectrum Business Park, Wrexham Industrial Estate, Wrexham, CLWYD, LL13 9QA	80485 18136

Table of Contents

Additional Registrants	State of Incorporation or Organization	Principal Executive Offices	I.R.S. Employer Identification Number
Star Real Property LLC	Delaware	5519 W. Idlewild Ave, Tampa, FL 33634	27-0021955
Stockpack Limited	United Kingdom	Penny Lane, Haydock, Merseyside, WA11 0QZ	N/A
TT Calco Limited	United Kingdom	Spectrum Business Park, Wrexham Industrial Estate, Wrexham, CLWYD, LL13 9QA	N/A

Table of Contents

The information contained in this prospectus may change. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not the solicitation of an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

SUBJECT TO CHANGE, DATED MAY 22, 2015

PROSPECTUS

Cott Beverages Inc.

Exchange Offer for 5.375% Senior Notes due 2022

We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which together constitute the exchange offer), to exchange up to \$525,000,000 aggregate principal amount of our 5.375% Senior Notes due 2022, and the guarantees thereof, which have been registered under the Securities Act of 1933, as amended, which we refer to as the exchange notes, for an equal aggregate principal amount of our currently outstanding 5.375% Senior Notes due 2022, and the guarantees thereof, that were issued on June 24, 2014, which we refer to as the old notes. We refer to the old notes and the exchange notes collectively as the notes.

THE EXCHANGE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JUNE 22, 2015, UNLESS EXTENDED.

The material terms of the exchange offer are summarized below and are more fully described in this prospectus.

Material Terms of the Exchange Offer

The terms of the exchange notes are substantially identical to those of the old notes except that the exchange notes are registered under the Securities Act of 1933, as amended, and the transfer restrictions, registration rights and rights to additional interest applicable to the old notes do not apply to the exchange notes.

We will exchange all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tenders of old notes at any time prior to the expiration of the exchange offer.

We will not receive any proceeds from the exchange offer.

The exchange of old notes for exchange notes by tendering holders should not be a taxable event for U.S. federal income tax purposes.

There is no public market for the exchange notes. We have not applied, and do not intend to apply, for listing of the exchange notes on any national securities exchange or automated quotation system.

See Risk Factors beginning on page 10 of this prospectus for a discussion of certain risks that you should consider carefully before participating in the exchange offer.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. This prospectus, as amended or supplemented, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes that were acquired by such broker-dealer as a result of market-making or other trading activities. We have agreed that for a period of 180 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resales. See Plan of Distribution.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

THE EXCHANGE NOTES HAVE NOT BEEN AND WILL NOT BE QUALIFIED FOR PUBLIC DISTRIBUTION UNDER THE SECURITIES LAWS OF ANY PROVINCE OR TERRITORY OF CANADA. THE EXCHANGE NOTES ARE NOT BEING OFFERED FOR SALE AND MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, IN CANADA OR TO ANY RESIDENT THEREOF EXCEPT IN ACCORDANCE WITH THE SECURITIES LAWS OF THE PROVINCES AND TERRITORIES OF CANADA.

The date of this prospectus is _____, 2015.

Table of Contents

We have not authorized anyone to give you any information or to make any representations about us or the exchange offer other than those contained in this prospectus. If you are given any information or representations about these matters that is not discussed in this prospectus, you must not rely on that information. This prospectus is not an offer to sell or a solicitation of an offer to buy securities anywhere or to anyone where or to whom we are not permitted to offer or sell securities under applicable law. The delivery of this prospectus does not, under any circumstances, mean that there has not been a change in our affairs since the date of this prospectus. Subject to our obligation to amend or supplement this prospectus as required by law and the rules of the Securities and Exchange Commission, the information contained in this prospectus is correct only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of these securities.

TABLE OF CONTENTS

	Page
<u>Summary</u>	1
<u>Ratio of Earnings to Fixed Charges</u>	9
<u>Risk Factors</u>	10
<u>Use of Proceeds</u>	13
<u>The Exchange Offer</u>	14
<u>Description of the Exchange Notes</u>	22
<u>Material United States Federal Income Tax Consequences</u>	81
<u>Plan of Distribution</u>	82
<u>Legal Matters</u>	83
<u>Experts</u>	83

This prospectus incorporates important business and financial information about us that is not included in or delivered with this document. This information is available to you at no cost, upon your request. You can request this information by writing or telephoning us at the following address: Investor Relations, 5519 West Idlewild Avenue, Tampa, Florida, United States 33634, telephone number (813) 313-1732.

In order to obtain timely delivery, you must request information no later than June 15, 2015, which is five business days before the scheduled expiration of the exchange offer.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

Cott Corporation files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We have also filed with the SEC a registration statement on Form S-4, which you can access on the SEC's Internet site at <http://www.sec.gov>, to register the exchange notes. This prospectus, which forms part of the registration statement, does not contain all of the information included in that registration statement. For further information about us and the exchange notes offered in this prospectus, you should refer to the registration statement and its exhibits. You may read and copy any materials Cott Corporation files with the SEC at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the Public Reference Room. The SEC also maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. You may also obtain certain of these documents on our Internet site at <http://www.cott.com>. Our web site and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This prospectus incorporates by reference important business and financial information about our company that is not included in or delivered with this document. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. Any statement contained in this prospectus or in any document incorporated or deemed to be incorporated by reference into this prospectus that is modified or superseded by subsequently filed materials shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus. We incorporate by reference the documents set forth below that we have previously filed with the SEC, including all exhibits thereto, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act from now until the termination of the exchange offer:

Cott Corporation's Annual Report on Form 10-K for the year ended January 3, 2015, filed with the SEC on March 4, 2015 (the "Form 10-K");

Cott Corporation's Quarterly Report on Form 10-Q for the quarter ended April 4, 2015, filed with the SEC on May 14, 2015;

Cott Corporation's Definitive Proxy Statement on Schedule 14A related to our Annual and Special Meeting of Shareowners, filed on March 26, 2015;

Cott Corporation's Current Reports on Form 8-K or Form 8-K/A filed on August 6, 2014 (but only with respect to financial information of Aimia Foods Holdings Limited for the years ended and as of June 30, 2013 and June 30, 2012 as set forth in Exhibit 99.1, the three month period ended and as of March 31, 2014 and March 31, 2013 as set forth in Exhibit 99.2 and the six month period ended and as of December 31, 2013 and December 31, 2012 as set forth in Exhibit 99.3), December 2, 2014 (but only with respect to financial information of Aimia Foods Holdings Limited for the five months ended and as of May 31, 2014 as set forth

Edgar Filing: Stockpack Ltd - Form S-4/A

in Exhibit 99.2), February 24, 2015, March 13, 2015, May 6, 2015, May 7, 2015 (but only with respect to Items 5.02, 5.07 and 8.01) and May 11, 2015; and

all documents filed by Cott Corporation pursuant to Sections 13(a), 13(c) 14 or 15(d) of the Exchange Act subsequent to the date of this prospectus until all of the securities being offered under this prospectus are sold (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K).

You can obtain any of the documents incorporated by reference into this prospectus from the SEC's web site at the address described above. You may also request a copy of these filings, at no cost, by writing or telephoning to the address and telephone set forth below. We will provide, without charge, upon written or oral request, copies of any or all of the documents incorporated by reference into this prospectus (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference therein). You should direct requests for documents to: Cott Beverages Inc., Investor Relations, 5519 West Idlewild Avenue, Tampa, Florida, United States 33634, telephone number (813) 313-1732.

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

In addition to historical information, this prospectus and the documents incorporated by reference herein may contain information and statements relating to future events and future results. This information and these statements are forward-looking within the meaning of securities laws, including the safe harbor provisions of the Securities Act (Ontario), the United States Private Securities Litigation Reform Act of 1995, Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Section 27A of the Securities Act and involve known and unknown risks, uncertainties, future expectations and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such statements include, but are not limited to, statements that relate to projections of sales, earnings, earnings per share, cash flows, capital expenditures or other financial items, discussions of estimated future revenue enhancements and cost savings. These statements also relate to our business strategy, goals and expectations concerning our market position, future operations, margins, profitability, liquidity and capital resources. Generally, words such as anticipate, believe, continue, could, endeavor, estimate, expect, intend, plan, predict, project, should and similar terms and phrases are used to identify forward-looking statements in this prospectus and in the documents incorporated by reference herein. These forward-looking statements reflect current expectations regarding future events and operating performance and are made only as of the date of this prospectus.

The forward-looking statements are not guarantees of future performance or events and, by their nature, are based on certain estimates and assumptions regarding interest and foreign exchange rates, expected growth, results of operations, performance, business prospects and opportunities and effective income tax rates, which are subject to inherent risks and uncertainties. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in forward-looking statements may include, but are not limited to, assumptions regarding management's current plans and estimates, our ability to remain a low cost supplier, and effective management of commodity costs. Although we believe the assumptions underlying these forward-looking statements are reasonable, any of these assumptions could prove to be inaccurate and, as a result, the forward-looking statements based on those assumptions could prove to be incorrect. Our operations involve risks and uncertainties, many of which are outside of our control, and any one or any combination of these risks and uncertainties could also affect whether the forward-looking statements ultimately prove to be correct. These risks and uncertainties include, but are not limited to, those described in the section entitled Risk Factors.

We caution the reader that the risk factors described in the section entitled Risk Factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. Management cannot predict such new risk factors, nor can it assess the impact, if any, of such new risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. We undertake no obligation to update or revise these forward-looking statements, whether as a result of changes in underlying factors, new information, future events or otherwise, except as required by law. Undue reliance should not be placed on forward-looking statements.

Table of Contents**SUMMARY**

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference in this prospectus. Because this is a summary, it may not contain all of the information that may be important to you. You should read the entire prospectus carefully, paying particular attention to the matters discussed under the caption Risk Factors and our consolidated financial statements and accompanying notes, as well as the information incorporated by reference, request from us all additional public information you wish to review relating to us and complete your own examination of us and the terms of the exchange offer and the exchange notes before making an investment decision. Unless otherwise indicated, Cott, the Company, we, us, our and words of similar import refer to Cott Corporation, Cott Beverages Inc. and their subsidiaries on a consolidated basis.

We are one of the world's largest producers of beverages on behalf of retailers, brand owners and distributors. We market or supply over 500 retail, licensed and Company-owned brands in the United States, the United Kingdom/Europe, Canada and Mexico. Our product lines include carbonated soft drinks (CSDs), 100% shelf stable juice and juice-based products, clear, still and sparkling flavored waters, energy drinks and shots, sports drinks, new age beverages and ready-to-drink teas, as well as beverage concentrates, liquid enhancers, freezables and ready-to-drink alcoholic beverages. Our recent acquisition of 100% of the share capital of Aimia Foods Holdings Limited (Aimia Foods) pursuant to a Share Purchase Agreement dated as of May 30, 2014 (the Aimia Foods Acquisition) allowed us to further improve our product, package and channel diversification by expanding our product line to include hot chocolate, coffee, malt drinks, creamers/whiteners and cereals, and by providing us with new packaging formats, which include pouches, jars, sticks, in-cup products, sachets and block-bottom bags. Additionally, on December 12, 2014, Delivery Acquisition, Inc., a wholly-owned indirect subsidiary of Cott Corporation (Merger Sub), merged (the DSS Merger) with and into DSS Group, Inc. (DSS Group) with DSS Group being the surviving corporation, pursuant to that certain Agreement and Plan of Merger, dated as of November 6, 2014, by and among DSS Group, Merger Sub, and Crestview DSW Investors, L.P. The DSS Merger extended our beverage portfolio into new and growing markets, including home and office bottled water delivery services, office coffee services and filtration services, while creating opportunities for revenue and cost synergies. We are a leading producer of private-label beverages in each of the United States, Canada and the United Kingdom by annual volume of cases produced. We generated revenues of approximately \$2,102.8 million for the year ended January 3, 2015 and \$709.8 million for the quarter ended April 4, 2015.

Our business operates through three reporting segments North America (North America) (which includes our U.S. (U.S.) operating segment and Canada operating segment), U.K. (U.K.) (which includes our United Kingdom reporting unit and our Continental European (European) reporting unit), and All Other (All Other) (which includes our Mexico operating segment, Royal Crown International (RCI) operating segment and other Miscellaneous Expenses).

Cott Corporation was incorporated in 1955 and is governed by the Canada Business Corporation Act. Cott Beverages Inc. was incorporated in 1991 as a Georgia corporation. Our registered Canadian office is located at 333 Avro Avenue, Pointe-Claire, Quebec, Canada H9R 5W3 and our principal executive offices are located at 5519 W. Idlewild Avenue, Tampa, Florida, United States 33634 and 6525 Viscount Road, Mississauga, Ontario, Canada L4V 1H6. The principal executive offices for each of the guarantor registrants are listed on Schedule A.

Table of Contents

The following chart depicts our organizational structure. Certain intermediate holding companies and other entities that do not have significant operations have been omitted for illustrative purposes. Omitted entities include certain guarantors of the notes, our 6.75% Senior Notes due 2020 (the 2020 Notes), our asset-based lending credit facility entered into on August 17, 2010, as amended (the ABL Facility), and the 10.000% Second Priority Senior Secured Notes due 2021 issued by DS Services of America, Inc. (the DS Services Notes), which are guaranteed by Cott Corporation and certain of its subsidiaries (including the Issuer). The chart also omits entities holding our Mexican operations, which will not be guarantors of the exchange notes offered hereby and do not guarantee the 2020 Notes, the ABL Facility or the DS Services Notes.

* Shaded boxes indicate guarantors of the notes and the ABL Facility.

- (1) Borrower under the ABL Facility. Owns interest in non-guarantor subsidiaries.
- (2) Owns interest in a non-guarantor subsidiary.
- (3) Borrower under the ABL Facility.
- (4) Borrower under the ABL Facility, issuer of the 2020 notes and the exchange notes offered hereby. Owns an interest in the U.K. holding company that owns Aimia Foods. Owns interest in non-guarantor subsidiaries.
- (5) Issuer of the DS Services Notes. Borrower under the ABL Facility.

Table of Contents

The Exchange Offer

*The following is a brief summary of certain material terms of the exchange offer. For a more complete description of the terms of the exchange offer, see **The Exchange Offer** in this prospectus.*

Background

On June 24, 2014, we issued \$525,000,000 aggregate principal amount of our 5.375% Senior Notes due 2022, or the old notes, to Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Wells Fargo Securities LLC, as the initial purchasers, in a transaction exempt from the registration requirements of the Securities Act. The initial purchasers then sold the old notes to qualified institutional buyers in reliance on Rule 144A and to persons outside the United States in reliance on Regulation S under the Securities Act. Because the old notes have been sold in reliance on exemptions from registration, the old notes are subject to transfer restrictions. In connection with the issuance of the old notes, we entered into a registration rights agreement with the initial purchasers pursuant to which we agreed, among other things, to deliver to you this prospectus and to complete an exchange offer for the old notes.

The Exchange Offer

We are offering to exchange up to \$525,000,000 aggregate principal amount of our 5.375% Senior Notes due 2022, or the exchange notes, for an equal aggregate principal amount of old notes. The terms of the exchange notes are identical in all material respects to the terms of the old notes, except that the exchange notes have been registered under the Securities Act and do not contain transfer restrictions, registration rights or additional interest provisions. You should read the discussion set forth under **Description of the Exchange Notes** for further information regarding the exchange notes. In order to be exchanged, an old note must be properly tendered and accepted. All old notes that are validly tendered and not withdrawn will be exchanged. We will issue and deliver the exchange notes promptly after the expiration of the exchange offer.

Resale of Exchange Notes

Based on interpretations by the SEC's Staff, as detailed in a series of no-action letters issued to third parties unrelated to us, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

you, or the person or entity receiving the exchange notes, acquires the exchange notes in the ordinary course of business;

neither you nor any such person or entity receiving the exchange notes is engaging in or intends to engage in a distribution of the exchange notes within the meaning of the federal securities laws;

neither you nor any such person or entity receiving the exchange notes has an arrangement or understanding with any person or entity to participate in any distribution of the exchange notes; and

Table of Contents

neither you nor any such person or entity receiving the exchange notes is an affiliate of Cott Beverages Inc., as that term is defined in Rule 405 under the Securities Act.

We have not submitted a no-action letter to the SEC and there can be no assurance that the SEC would make a similar determination with respect to this exchange offer. If you do not meet the conditions described above, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the exchange notes. If you fail to comply with these requirements you may incur liabilities under the Securities Act, and we will not indemnify you for such liabilities.

Expiration Date

5:00 p.m., New York City time, on June 22, 2015, unless, in our sole discretion, we extend or terminate the exchange offer.

Withdrawal Rights

You may withdraw tendered old notes at any time prior to 5:00 p.m., New York City time, on the expiration date. See The Exchange Offer Terms of the Exchange Offer.

Conditions to the Exchange Offer

The exchange offer is subject to certain customary conditions, including our determination that the exchange offer does not violate any law, statute, rule, regulation or interpretation by the Staff of the SEC or any regulatory authority or other foreign, federal, state or local government agency or court of competent jurisdiction, some of which may be waived by us. See The Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering Old Notes

You may tender your old notes by instructing your broker or bank where you keep the old notes to tender them for you. In some cases, you may be asked to submit the blue-colored letter of transmittal that may accompany this prospectus. By tendering your old notes, you will represent to us, among other things, (1) that you are, or the person or entity receiving the exchange notes, is acquiring the exchange notes in the ordinary course of business, (2) that neither you nor any such other person or entity has any arrangement or understanding with any person to participate in the distribution of the exchange notes within the meaning of the Securities Act and (3) that neither you nor any such other person or entity is our affiliate within the meaning of Rule 405 under the Securities Act. Your old notes will be tendered in integral multiples of \$1,000. Exchange notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

A timely confirmation of book-entry transfer of your old notes into the exchange agent's account at The Depository Trust Company (DTC), according to the procedures described in this prospectus under The Exchange Offer, must be received by the exchange agent before 5:00 p.m., New York City time, on the expiration date.

Table of Contents

Consequences of Failure to Exchange	Any old notes not accepted for exchange for any reason will be credited to an account maintained at DTC promptly after the expiration or termination of the exchange offer. Old notes that are not tendered, or that are tendered but not accepted, will be subject to their existing transfer restrictions. We will have no further obligation, except under limited circumstances, to provide for registration under the Securities Act of the old notes. The liquidity of the old notes could be adversely affected by the exchange offer. See Risk Factors Risks Related to Retention of the Old Notes . If you do not exchange your old notes, your old notes will continue to be subject to the existing transfer restrictions and you may be unable to sell your old notes.
Taxation	The exchange of old notes for exchange notes by tendering holders should not be a taxable event for U.S. federal income tax purposes. For more details, see Material United States Federal Income Tax Consequences .
Use of Proceeds	We will not receive any proceeds from the issuance of the exchange notes in the exchange offer. For more details, see Use of Proceeds .
Exchange Agent	Wells Fargo Bank, National Association is serving as the exchange agent in connection with the exchange offer. The address, telephone number and facsimile number of the exchange agent are listed under The Exchange Offer Exchange Agent .

Table of Contents

Terms of the Exchange Notes

The following is a brief summary of certain material terms of the exchange notes. For more complete information about the exchange notes, see "Description of the Exchange Notes" in this prospectus.

Issuer	Cott Beverages Inc. (the <i>Issuer</i>)
Notes Offered	\$525.0 million in aggregate principal amount of 5.375% Senior Notes due 2022.
Maturity Date	July 1, 2022
Interest Rate	We will pay interest on the exchange notes at an annual interest rate of 5.375%.
Interest Payment Dates	Interest on the exchange notes will be payable semi-annually in arrears on January 1 and July 1 of each year, beginning on July 1, 2015.
Currency	U.S. dollars are the sole currency of account and payment for all sums payable by the Issuer and the guarantors under or in connection with the exchange notes, the note guarantees or the indenture governing the exchange notes, and with respect to all other calculations related thereto.
Guarantees	The Issuer's obligations under the exchange notes will be fully and unconditionally guaranteed on a senior basis, jointly and severally, by Cott Corporation and all of our subsidiaries that guarantee indebtedness under the ABL Facility and by any wholly owned subsidiary that guarantees certain indebtedness of Cott Corporation or any of the other guarantors. Certain of our subsidiaries will not be guarantors of the exchange notes.
Ranking	The exchange notes and the guarantees will be unsecured senior indebtedness. Accordingly, they will be: <i>pari passu</i> in right of payment with all of our and our guarantors existing and future senior indebtedness, including debt under the ABL Facility and the indentures governing the 2020 Notes and the DS Services Notes;

senior in right of payment to all of our and our guarantors' existing and future subordinated indebtedness;

effectively subordinated to all of our and our guarantors' secured indebtedness, including borrowings under the ABL Facility and the indebtedness outstanding under the indenture governing the DS Services Notes, to the extent of the value of the assets securing such indebtedness; and

structurally subordinated to all obligations of our non-guarantor subsidiaries.

As of April 4, 2015, we had \$1,777.6 million of indebtedness outstanding, of which \$625.4 million would have been secured indebtedness (including \$42.0 million in outstanding letters of credit). As of April 4, 2015, the non-guarantor subsidiaries held approximately \$38.7 million of our total assets of approximately \$3,033.6 million and had liabilities of approximately \$44.0 million.

Table of Contents

Optional Redemption

Prior to July 1, 2017, we may redeem up to 40% of the aggregate principal amount of the exchange notes with the proceeds of certain equity offerings, plus accrued and unpaid interest, if any, to the date of redemption.

At any time prior to July 1, 2017, we may redeem some or all of the exchange notes at a redemption price equal to the principal amount of the exchange notes redeemed plus accrued and unpaid interest to the date of redemption plus a make whole premium set forth under Description of the Exchange Notes Redemption at Make Whole Premium.

In addition, at any time on or after July 1, 2017, we may redeem some or all of the exchange notes at the redemption prices set forth under Description of the Exchange Notes Optional Redemption, plus accrued and unpaid interest, if any, to the date of redemption.

Offer to Purchase

If we experience specific kinds of changes of control, and, under certain circumstances, if we sell certain assets, we may be required to offer to purchase all or a portion of the exchange notes at 101% of the principal amount of the exchange notes on the date of purchase plus any accrued and unpaid interest and additional interest, if any, to the date of repurchase. See Description of the Exchange Notes Change of Control and Description of the Exchange Notes Certain Covenants Limitation on Sales of Assets and Subsidiary Stock.

Covenants

The indenture governing the exchange notes contains certain covenants limiting our ability and the ability of our restricted subsidiaries to, under certain circumstances:

incur additional indebtedness and issue preferred stock;

pay dividends or distributions on or purchase our equity interests;

make other restricted payments or investments;

redeem debt that is junior in right of payment to the exchange notes;

use our assets as security in other transactions;

place restrictions on distributions and other payments from restricted subsidiaries;

sell certain assets or merge with or into other entities; and

enter into transactions with affiliates.

Each of the covenants is subject to a number of important exceptions and qualifications. See Description of the Exchange Notes Certain Covenants.

DTC Eligibility

The exchange notes will be issued in book-entry form and will be represented by a permanent global security deposited with a custodian for and registered in the name of the nominee of DTC in New York, New York. Beneficial interests in the global security will be shown

Table of Contents

on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants and any such interests may not be exchanged for certificated securities, except in limited circumstances. See [Description of the Exchange Notes Book-Entry Delivery and Form](#).

Absence of Established Markets for the Notes

The exchange notes are a new issue of securities, and currently there is no market for the notes. We do not intend to apply for the exchange notes to be listed on any securities exchange, or to arrange for any quotation system to quote them. Accordingly, we cannot assure you that liquid markets will develop for the exchange notes.

Risk Factors

An investment in the exchange notes involves substantial risk. See [Risk Factors](#) for a description of certain of the risks you should consider before investing in the exchange notes.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth the unaudited consolidated ratio of earnings to fixed charges for the periods shown:

	Three months ended		Year ended			
	Jan. 3, Apr. 4, 2015	Dec. 28, 2015	Dec. 29, 2012	Dec. 31, 2011	Jan. 1, 2011	
Ratio of earnings to fixed charges ^(a)			1.3	1.8	1.6	2.7

- (a) We compute the ratio of earnings to fixed charges by dividing (i) earnings (loss), which consists of net income from continuing operations before income taxes plus fixed charges and amortization of capitalized interest less