

COTT CORP /CN/  
Form 8-K  
December 14, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 8, 2004**

**COTT CORPORATION**

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(Exact name of registrant as specified in its charter)

CANADA

000-19914

None

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(State or other  
jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

207 Queen s Quay West, Suite 340, Toronto, Ontario

M5J 1A7

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(Address of principal executive offices)

(Zip Code)

Registrant s telephone number, including area code (416) 203-3898

N/A

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On December 8, 2004, Cott Corporation (the Company ) entered into an employment agreement (the Agreement ) with Robert J. Flaherty for employment commencing January 3, 2005 as President of Cott Beverages USA, a Division of Cott Beverages Inc. The Agreement is filed herewith as Exhibit 10.1 of this Form 8-K and is incorporated by reference into this Item 1.01 as if fully set forth herein.

Pursuant to the Agreement, the Company will pay Mr. Flaherty a base salary of \$325,000 per year, and he will be eligible to participate in the Company s executive bonus plan with an annual target bonus of 100% of his base salary; and the opportunity to earn up to 200% of base salary based on Company and personal performance, with such bonus payable in the Company s common shares. For the year 2005, Mr. Flaherty will be guaranteed a minimum bonus of 100% of his base salary. Subject to the approval of the Human Resources and Compensation Committee of the Company s Board of Directors, Mr. Flaherty will also receive options to acquire 100,000 of the Company s common shares, which options will vest over a period of three years. Mr. Flaherty will also be entitled to relocation expenses and to participate in employee benefit plans available to the Company s executives. If Mr. Flaherty s employment is terminated by the Company for any reason other than Just Cause (as defined in the Agreement) or if there is a reduction in his position, responsibilities, or compensation or if he is required to move his residence to a location other than the Tampa, Florida area, unless agreed to by Mr. Flaherty, the Company will be required to pay Mr. Flaherty a lump sum payment equal to his annual base salary and an additional cash bonus up to 100% of his base salary.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

10.1 Employment Agreement between the Company and Robert J. Flaherty dated December 8, 2004.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COTT CORPORATION**

Date: December 14, 2004

/s/ Mark Halperin  
Mark Halperin  
Senior Vice President, General Counsel  
and Secretary