

ELLEN MARTIN M

Form 4

July 10, 2018

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
may continue.
See Instruction
1(b).

**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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLEN MARTIN M

(Last) (First) (Middle)

5301 LEGACY DRIVE

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Keurig Dr Pepper Inc. [KDP]

3. Date of Earliest Transaction
(Month/Day/Year)

07/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/09/2018		M ⁽¹⁾		4,986	A	\$ 0	4,986	D	
Common Stock	07/09/2018		J ⁽²⁾		270	A	\$ 0	5,256	D	
Common Stock	07/09/2018		M ⁽¹⁾		4,946	A	\$ 0	10,202	D	
Common Stock	07/09/2018		J ⁽³⁾		149	A	\$ 0	10,351	D	
Common Stock	07/09/2018		M ⁽¹⁾		13,420	A	\$ 0	23,771	D	

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Common Stock	07/09/2018	J ⁽⁴⁾	64	A	\$ 0	23,835	D
Common Stock	07/09/2018	M ⁽⁵⁾	29,224	A	\$ 51.68	53,059	D
Common Stock	07/09/2018	M ⁽⁵⁾	31,588	A	\$ 79.2	84,647	D
Common Stock	07/09/2018	M ⁽⁵⁾	30,806	A	\$ 91.98	115,453	D
Common Stock	07/09/2018	M ⁽⁵⁾	31,360	A	\$ 94.62	146,813	D
Common Stock	07/09/2018	M ⁽⁶⁾	8,762	A	\$ 0	155,575	D
Common Stock	07/09/2018	M ⁽⁶⁾	8,492	A	\$ 0	164,067	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽⁷⁾	07/09/2018		M ⁽¹⁾	4,986	⁽⁸⁾ ⁽⁸⁾	Common Stock 4,986
Restricted Stock Unit	\$ 0 ⁽⁷⁾	07/09/2018		M ⁽¹⁾	4,946	⁽⁹⁾ ⁽⁹⁾	Common Stock 4,946
Restricted Stock Unit	\$ 0 ⁽⁷⁾	07/09/2018		M ⁽¹⁾	13,420	⁽¹⁰⁾ ⁽¹⁰⁾	Common Stock 13,420
Employee Stock Option (Right to Buy)	\$ 51.68	07/09/2018		M ⁽⁵⁾	29,224	⁽¹¹⁾ 03/03/2024	Common Stock 29,224

Employee Stock Option (Right to Buy)	\$ 79.2	07/09/2018	M ⁽⁵⁾	31,588	<u>(12)</u>	03/02/2025	Common Stock	31,588
Employee Stock Option (Right to Buy)	\$ 91.98	07/09/2018	M ⁽⁵⁾	30,806	<u>(13)</u>	03/02/2026	Common Stock	30,806
Employee Stock Option (Right to Buy)	\$ 94.62	07/09/2018	M ⁽⁵⁾	31,360	<u>(14)</u>	03/02/2027	Common Stock	31,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLEN MARTIN M 5301 LEGACY DRIVE PLANO, TX 75024			Executive Vice President & CFO	

Signatures

James L. Baldwin, attorney
in fact

07/10/2018

__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).

- Pursuant to the Agreement and Plan of Merger, dated as of January 29, 2018, (the "Merger Agreement"), by and among Maple Parent Holdings Corp., a Delaware corporation ("Maple Parent"), DPS and Salt Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of DPS ("Merger Sub"), Merger Sub merged on July 9, 2018 with and into Maple Parent (the "Merger"), with Maple Parent surviving the Merger as a wholly-owned subsidiary of DPS. Pursuant to the Merger Agreement, immediately prior to the effective time of the Merger, each outstanding Restricted Stock Unit ("RSU") of DPS vested and as soon as administratively possible following the effective time will be settled in exchange for (i) a number of shares underlying such DPS RSU, and (ii) an amount in cash equal to the number of shares underlying such DPS RSU multiplied by the special cash dividend per share amount.
- (1) These shares are restricted stock units acquired with dividend equivalent payments made under the Issuer's dividend reinvestment plan with respect to the shares referenced in row (1) above.
 - (2) These shares are restricted stock units acquired with dividend equivalent payments made under the Issuer's dividend reinvestment plan with respect to the shares referenced in row (3) above.
 - (3) These shares are restricted stock units acquired with dividend equivalent payments made under the Issuer's dividend reinvestment plan with respect to the shares referenced in row (5) above.
 - (4) Pursuant to the Merger Agreement, immediately prior to the effective time, each outstanding DPS stock option was converted into a right of the holder of such DPS stock option to receive as soon as administratively practicable following the effective time (i) a number of shares of DPS common stock equal to the number of shares underlying such DPS stock option, and (ii) an amount in cash equal to the

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number of shares underlying such DPS stock option multiplied by the difference between the special cash dividend per share amount and the exercise price per share of such DPS stock option as of immediately prior to the record date for the special cash dividend.

Pursuant to the Merger Agreement, immediately prior to the effective time, each outstanding Performance Stock Unit ("PSU") (with DPS PSUs vesting at target performance levels or at such higher performance levels as may be required pursuant to the applicable terms of a DPS benefit plan) vested and as soon as administratively possible following the effective time will be settled in exchange for (i) a number of shares of DPS common stock equal to the number of shares underlying such DPS PSU, and (ii) an amount in cash equal to the number of shares underlying such DPS PSU multiplied by the special cash dividend per share amount.

- (6) of a DPS benefit plan) vested and as soon as administratively possible following the effective time will be settled in exchange for (i) a number of shares of DPS common stock equal to the number of shares underlying such DPS PSU, and (ii) an amount in cash equal to the number of shares underlying such DPS PSU multiplied by the special cash dividend per share amount.
- (7) Each restricted stock unit represented a contingent right to receive one share of the Issuer's Common Stock and was granted pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009.
- (8) These restricted stock units were to vest on March 2, 2019.
- (9) These restricted stock units were to vest on March 4, 2020.
- (10) These restricted stock units were to vest on March 4, 2021.
- (11) This option was granted on March 3, 2014 pursuant to Issuer's Omnibus Stock Incentive Plan of 2009 and is fully vested.
- (12) This option was granted on March 2, 2015 pursuant to Issuer's Omnibus Stock Incentive Plan of 2009 and is fully vested.
- (13) This option was granted March 2, 2016 pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009 and was to vest in three equal annual installments on each anniversary date of the grant commencing on March 2, 2017.
- (14) This option was granted on March 2, 2017 pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009 and was to vest in three equal annual installments on each anniversary date of the grant commencing on March 2, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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