

21-40318

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO  
REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



02014850

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated average burden	
Hours per form	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

1168089

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
 Cott USA Corp. Guarantee of \$275,000,000 of 8% Senior Subordinated Notes due 2011 issued by Cott Beverages Inc..  
 Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
 Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  
 Cott USA Corp..

Address of Executive Offices (Number and Street, City, State, Zip Code) 5405 Cypress Center Drive, Suite 100, Tampa, FL 33609	Telephone Number (Including Area Code) (813) 342-2500
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Operations (if different from Executive Offices)	Telephone Number (Including Area Code)

Brief Description of Business  
 Retailer of carbonated soft drinks, clear sparkling flavored beverages, juices and juice products, bottled water, organic and energy beverages, and ice teas.

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify)  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization [0][5] [9][11]  Actual  Estimated  
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service  
 abbreviation for State: CN for Canada;  
 FN for other foreign jurisdiction) [G][A]

**PROCESSED**  
**FEB 26 2002**  
**THOMSON FINANCIAL**

GENERAL INSTRUCTIONS

**Federal:**  
**Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  
**When To File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  
**Where to File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  
**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.  
**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  
**Filing Fee:** There is no federal filing fee.  
**State:**  
 This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

*Handwritten signature*

---

**A. BASIC IDENTIFICATION DATA**

---

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

---

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
--------------------------	-----------------------------------	---	---	--	---

---

Full Name (Last name first, if individual):  
Weise, III, Frank

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Cott Corporation, 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7

---

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
--------------------------	-----------------------------------	---	---	--	---

---

Full Name (Last name first, if individual):  
Silcock, Raymond P.

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Cott Corporation, 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7

---

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
--------------------------	-----------------------------------	---	---	--	---

---

Full Name (Last name first, if individual):  
Halperin, Mark R.

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Cott Corporation, 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7

---

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
--------------------------	-----------------------------------	---	---	-----------------------------------	---

---

Full Name (Last name first, if individual):  
Walker, Colin D.

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Cott Corporation, 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7

---

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
--------------------------	-----------------------------------	---	---	-----------------------------------	---

---

Full Name (Last name first, if individual):  
Brennan Catherine

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Cott Corporation, 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7

---

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
--------------------------	-----------------------------------	---	---	-----------------------------------	---

---

Full Name (Last name first, if individual):  
Dell 'Aquila, Tina

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Cott Corporation, 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7

---

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): O'Keefe, Edmund					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Cott Corporation, 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Cott Holdings Inc.					
Business or Residence Address (Number and Street, City, State, Zip Code): 5405 Cypress Center Drive, Suite 100, Tampa, FL 33609					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Cott Corporation					
Business or Residence Address (Number and Street, City, State, Zip Code): 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Lee, Thomas H.					
Business or Residence Address (Number and Street, City, State, Zip Code): 75 State Street, 20 <sup>th</sup> Floor, Boston, MA 02109					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): THL Equity Advisors IV, LLC					
Business or Residence Address (Number and Street, City, State, Zip Code): 75 State Street, 20 <sup>th</sup> Floor, Boston, MA 02109					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Thomas H. Lee Equity Fund IV, L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code): 75 State Street, 20 <sup>th</sup> Floor, Boston, MA 02109					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Thomas H. Lee Foreign Fund IV, L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code): 75 State Street, 20 <sup>th</sup> Floor, Boston, MA 02109					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Thomas H. Lee Foreign Fund IV-B, L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code): 75 State Street, 20 <sup>th</sup> Floor, Boston, MA 02109					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Granite (00) Holdings Inc.					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Goodmans LLP, 250 Yonge Street, Suite 2400, Toronto, Ontario, Canada M5R 2M6					

Check Box(es) that Apply     Promoter                     Beneficial Owner             Executive Officer             Director                     General and/or  
Managing Partner

Full Name (Last name first, if individual):  
Granite LB Limited

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Goodmans LLP, 250 Yonge Street, Suite 2400, Toronto, Ontario, Canada M5R 2M6

Check Box(es) that Apply     Promoter                     Beneficial Owner             Executive Officer             Director                     General and/or  
Managing Partner

Full Name (Last name first, if individual):  
1519797 Canada Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Goodmans LLP, 250 Yonge Street, Suite 2400, Toronto, Ontario, Canada M5R 2M6

Check Box(es) that Apply     Promoter                     Beneficial Owner             Executive Officer             Director                     General and/or  
Managing Partner

Full Name (Last name first, if individual):  
151793 Canada Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):  
c/o Goodmans LLP, 250 Yonge Street, Suite 2400, Toronto, Ontario, Canada M5R 2M6

Full Name (Last name first, if individual):  
Legg Mason Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):  
100 Light Street, P.O. Box 1476, Baltimore, MD 21202-1476

Check Box(es) that Apply     Promoter                     Beneficial Owner             Executive Officer             Director                     General and/or  
Managing Partner

Full Name (Last name first, if individual):  
Legg Mason Fund Adviser Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):  
100 Light Street, P.O. Box 1476, Baltimore, MD 21202-1476

Check Box(es) that Apply     Promoter                     Beneficial Owner             Executive Officer             Director                     General and/or  
Managing Partner

Full Name (Last name first, if individual):  
Legg Mason Wood Walker Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):  
100 Light Street, P.O. Box 1476, Baltimore, MD 21202-1476

Check Box(es) that Apply     Promoter                     Beneficial Owner             Executive Officer             Director                     General and/or  
Managing Partner

Full Name (Last name first, if individual):  
Legg Mason Capital Management, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):  
100 Light Street, P.O. Box 1476, Baltimore, MD 21202-1476

Check Box(es) that Apply     Promoter                     Beneficial Owner             Executive Officer             Director                     General and/or  
Managing Partner

Full Name (Last name first, if individual):  
Legg Mason Trust, fsb

Business or Residence Address (Number and Street, City, State, Zip Code):  
100 Light Street, P.O. Box 1476, Baltimore, MD 21202-1476

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes  No

.Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....\$ 1,000 Yes  No

3. Does the offering permit joint ownership of a single unit? [ X ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, New York, NY 10022

Name of Associated Broker or Dealer

Lehman Brothers Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

*(Check "All States" or check individual States) ----- [ X ] All States*

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

1 First Canadian Place, Toronto, Ontario M5X 1H3

Name of Associated Broker or Dealer

BMO Nesbitt Burns Corp.- Licensed in the US under subsidiary as Nesbitt Burns Securities Ltd.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

*(Check "All States" or check individual States) ----- [ X ] All States*

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

425 Lexington Avenue, New York, NY 10017

Name of Associated Broker or Dealer

CIBC World Markets Corp.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

*(Check "All States" or check individual States) ----- [ X ] All States*

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[LA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

<u>Type of Security</u>	<u>Aggregate Offering Price</u>	<u>Amount Already Sold</u>
Debt .....	\$	\$
Equity .....	\$	\$
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$	\$
Partnership Interests .....	\$	\$
Other (Specify Guarantee of \$275,000,000 of 8% Senior Subordinated Notes due 2011 (the "Notes.") Issued by Cott Beverages Inc. ("CBI")) .....	\$ _____ *	\$ _____ *
Total .....	\$ _____ *	\$ _____ *

Answer also in Appendix, Column 3, if filing under ULOE. \*Purchasers of the Notes pay no additional consideration for the Guarantee

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	<u>Number of Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
Accredited Investors .....	3	\$ _____ *
Non-accredited Investors .....	0	\$ _____ 0
Total (for filings under Rule 504 only) .....		\$

\*Purchasers of the Notes pay no additional consideration for the Guarantee  
Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

<u>Type of offering</u>	<u>Type of Security</u>	<u>Dollar Amount Sold</u>
Rule 505 .....		\$
Regulation A .....		\$
Rule 504 .....		\$
Total .....		\$

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____ *
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____ *
Legal Fees .....	<input type="checkbox"/>	\$ _____ *
Accounting Fees .....	<input type="checkbox"/>	\$ _____ *
Engineering Fees .....	<input type="checkbox"/>	\$ _____ *
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____ *
Other Expenses (identify): Blue Sky fees .....	<input type="checkbox"/>	\$ _____ *
Total (*All costs are being borne by CBI) .....	<input type="checkbox"/>	\$ _____ *

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....\$There are no proceeds.

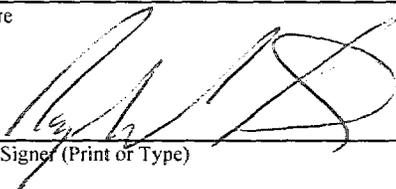
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

		<u>Payments to Officers, Directors, &amp; Affiliates</u>		<u>Payments to Others</u>
Salaries and fees .....	[ ]	\$ _____ *	[ ]	\$ _____ *
Purchase of real estate .....	[ ]	\$ _____ *	[ ]	\$ _____ *
Purchase, rental or leasing and installation of machinery and equipment.....	[ ]	\$ _____ *	[ ]	\$ _____ *
Construction or leasing of plant buildings and facilities.....	[ ]	\$ _____ *	[ ]	\$ _____ *
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the pursuant to a merger) .....	[ ]	\$ _____ *	[ ]	\$ _____ *
Repayment of indebtedness.....	[ ]	\$ _____ *	[ ]	\$ _____ *
Working Capital .....	[ ]	\$ _____ *	[ ]	\$ _____ *
Other (specify).....	[ ]	\$ _____	[ ]	\$ _____
Column Totals.....	[ ]	\$ _____ *	[ ]	\$ _____ *
 Total Payments Listed (column totals added).....	[ ]	\$ _____ *		

\*There are no proceeds as this is a guarantee of debt issued by an affiliate.

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Cott USA Corp.	Signature 	Date January 8, 2002
Name of Signer (Print or Type) Raymond P. Silcock	Title of Signer (Print or Type) Executive Vice President	

*ATTENTION*  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)