

ALKALINE WATER Co INC
 Form 4
 May 22, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Nickolas Steven Paul

2. Issuer Name and Ticker or Trading Symbol
 ALKALINE WATER Co INC
 [WTR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 14301 NORTH 87 STREET, SUITE 301
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President CEO Chairman

SCOTTSDALE, AZ 85260

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

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

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|--|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price | |
| Common Stock | | | | | 21,500,000 | I | | | | WiN Investments, LLC ⁽¹⁾ |
| Common Stock | | | | | 21,500,000 | I | | | | Lifewater Industries, LLC ⁽²⁾ |
| Series A Preferred Stock ⁽³⁾ | | | | | 10,000,000 | 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Options | \$ 0.605 | | | | | 10/09/2013 ⁽⁴⁾ | 10/09/2023 | Common | 3,000,000 |
| Stock Options | \$ 0.165 | | | | | 05/12/2014 | 05/12/2019 | Common | 600,000 |
| Stock Options | \$ 0.1455 | 05/21/2014 | | A | 3,000,000 | 05/21/2014 ⁽⁵⁾ | 05/21/2024 | Common | 3,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nickolas Steven Paul 14301 NORTH 87 STREET, SUITE 301 SCOTTSDALE, AZ 85260 | X | X | President CEO Chairman | |
| LIFEWATER INDUSTRIES, LLC 14301 NORTH 87 STREET, SUITE 301 SCOTTSDALE, AZ 85260 | | X | | |
| WIN INVESTMENTS, LLC 14301 NORTH 87 STREET SUITE 301 SCOTTSDALE, AZ 85260 | | X | | |

Signatures

/s/ Steven P. Nickolas
05/22/2014

**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).

- (1) Steven P. Nickolas is the manager of WiN Investments, LLC and holds voting and dispositive control over these shares.
- (2) Steven P. Nickolas is the manager of Lifewater Industries, LLC and holds voting and dispositive control over these shares.
- (3) The Series A Preferred Stock has 10 votes per share and is not convertible into shares of common stock.
- (4) The stock options vest as follows: (i) 1,000,000 on October 9, 2013; and (ii) 500,000 per quarter until fully vested.
- (5) The stock options vest as follows: (I) 1,500,000 on May 21, 2014 and (ii) 1,500,000 on November 21, 2014.

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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