

Edgar Filing: Dr Pepper Snapple Group, Inc. - Form POSASR

Dr Pepper Snapple Group, Inc.
Form POSASR
February 07, 2017

As filed with the Securities and Exchange Commission on February 7, 2017.
Registration No. 333-213477

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Post-Effective Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Certain co-registrants are identified in the "Table of Additional Registrants" listed on the next page.

(Exact name of registrant as specified in its charter)

Delaware	5301 Legacy Drive	98-0517725
(State or other	Plano, Texas 75024	(I.R.S.
jurisdiction of	(972) 673-7000	Employer
incorporation or	(Address, including zip code, and telephone number, including area code, of	Identification
organization)	registrant's principal executive offices)	No.)

James L. Baldwin, Jr.

Executive Vice President and General Counsel

Dr Pepper Snapple Group, Inc.

5301 Legacy Drive

Plano, Texas 75024

(972) 673-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Neel Lemon

Courtney York

Baker Botts L.L.P.

2001 Ross Avenue

Dallas, Texas 75201

(214) 953-6500

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(c) 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered/Proposed Maximum Offering Price Per Unit/Proposed Maximum Aggregate Offering Price/Amount of Registration Fee ⁽¹⁾⁽²⁾
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Common Stock, par value \$0.01 per share	
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Preferred Stock, par value \$0.01 per share	
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Debt Securities	
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Guarantees of Debt Securities ⁽³⁾	
--	--

Warrants	
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(1) There is being registered hereunder such indeterminate number or amount of common stock, preferred stock, debt securities and warrants of Dr Pepper Snapple Group, Inc. as may from time to time be issued at indeterminate prices and as may be issued upon conversion, redemption, exchange, exercise or settlement of any securities registered hereunder, including under any applicable antidilution provisions.

(2) In reliance on Rule 456(b) and Rule 457(r) under the Securities Act, the Registrant hereby defers payment of the registration fee required in connection with this Registration Statement. Accordingly, no filing fee is paid herewith.

(3) The guarantees of debt securities will be issued by one or more of the registrants identified in the "Table of Additional Registrants" on the next page and will be issued without additional consideration. Pursuant to Rule 457(n) under the Securities Act, no registration fee is payable with respect to any such guarantees.

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
234DP Aviation, LLC ⁽¹⁾	Delaware	27-1028433
A & W Concentrate Company ⁽¹⁾	Delaware	22-2483659
Americas Beverages Management GP ⁽¹⁾	Nevada	74-3218345
AmTrans, Inc. ⁽²⁾	Illinois	36-2682881
Bai Brands LLC ⁽⁵⁾	New Jersey	N/A
Berkeley Square US, Inc. ⁽¹⁾	Delaware	74-3257868
Beverages Delaware Inc. ⁽¹⁾	Delaware	51-0345374
DP Beverages Inc. ⁽¹⁾	Delaware	04-2492250
DPS Americas Beverages, LLC ⁽¹⁾	Delaware	N/A
DPS Beverages, Inc. ⁽¹⁾	Delaware	55-0883062
DPS Finance II, Inc. ⁽¹⁾	Delaware	30-0159342
DPS Holdings Inc. ⁽¹⁾	Delaware	06-1074905
Dr Pepper/Seven-Up Beverage Sales Company ⁽¹⁾	Texas	75-1554102
Dr Pepper/Seven Up Manufacturing Company ⁽³⁾	Delaware	74-2690781
Dr Pepper/Seven Up, Inc. ⁽¹⁾	Delaware	75-2233365
High Ridge Investments US, Inc. ⁽¹⁾	Delaware	74-3257869
International Investments Management LLC ⁽¹⁾	Delaware	N/A
Mott's General Partnership ⁽¹⁾	Nevada	26-2092489
Mott's LLP ⁽¹⁾	Delaware	90-0237006
MSSI LLC ⁽¹⁾	Delaware	77-0667192
Nantucket Allserve, Inc. ⁽¹⁾	Massachusetts	04-3093808
Nuthatch Trading US, Inc. ⁽¹⁾	Delaware	42-1762066
Pacific Snapple Distributors, Inc. ⁽¹⁾	California	33-0390611
Royal Crown Company, Inc. ⁽¹⁾	Delaware	58-1316061
Snapple Beverage Corp. ⁽¹⁾	Delaware	04-3149065
Splash Transport, Inc. ⁽⁴⁾	Delaware	26-2366378
The American Bottling Company ⁽¹⁾	Delaware	36-4223626
184 Innovations, Inc. ⁽⁵⁾	Delaware	36-4800558

(1) Registrant's address is 5301 Legacy Dr., Plano, TX 75024. Telephone: 972-673-7000.

(2) Registrant's address is 400 N. Wolf Road, Northlake, IL 60164. Telephone: 708-449-2600.

(3) Registrant's address is 8900 Page Ave., St. Louis, MO 63114. Telephone: 314-426-8200.

(4) Registrant's address is 5430 West 81st St., Indianapolis, IN 46268. Telephone: 866-573-3774.

(5) Registrant's address is 1800 East State St., Hamilton, NJ 08609. Telephone: 609-586-0500.

EXPLANATORY NOTE

This Registration Statement on Form S-3 (Registration No. 333-213477) of Dr Pepper Snapple Group, Inc. (the “Company”) and its subsidiary guarantor registrants (the “Registration Statement”) is being amended to add Bai Brands LLC and 184 Innovations, Inc., each a subsidiary of the Company, as co-registrants that are, or may potentially be, guarantors of some or all of the debt securities with respect to which offers and sales are registered under this Registration Statement and to remove Beverage Investments LLC, which was dissolved as of September 19, 2016, as a co-registrant. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing.

On January 31, 2017, the Company announced that it had completed its acquisition of Bai Brands LLC, a New Jersey limited liability company (“Bai”) and 184 Innovations, Inc., a Delaware corporation and a wholly-owned subsidiary of Bai.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. Other Expenses of Issuance and Distribution

The following table sets forth expenses payable by us in connection with the offering of the securities being registered, other than discounts and commissions.

Securities and Exchange Commission registration fee	(1)
Printing fees	(1)
Legal fees and expenses	(1)
Accounting fees and expenses	(1)
Transfer Agent's fees	(1)
Trustee's fees and expenses	(1)
Rating agency fees	(1)
Miscellaneous	(1)
Total	(1)

(1) Estimated expenses are not presently known. The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that we anticipate to incur in connection with the offering of securities under this registration statement. An estimate of the aggregate expenses in connection with the issuance and distribution of the securities being offered will be included in the applicable prospectus supplement.

ITEM 15. Indemnification of Directors and Officers

Set forth below is a description of certain provisions of the Amended and Restated Certificate of Incorporation, as amended to date (the "Certificate of Incorporation") of Dr Pepper Snapple Group, Inc. (the "Company") and the Delaware General Corporation Law (the "DGCL"). This description is intended as a summary only and is qualified in its entirety by reference to the Certificate of Incorporation and the DGCL.

DELAWARE GENERAL CORPORATION LAW

Section 145 of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe their conduct was unlawful. Section 145 further provides that a corporation similarly may indemnify any such person serving in any such capacity who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made against expenses in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

CERTIFICATE OF INCORPORATION

Limitation on Liability of Directors

Pursuant to authority conferred by Section 102 of the DGCL, Article Seventh of our Certificate of Incorporation eliminates the personal liability of directors to us or our stockholders for monetary damages for breach of fiduciary duty, including, without limitation, directors serving on committees of our board of directors, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL.

Indemnification and Insurance

In accordance with Section 145 of the DGCL, Article Eighth of the Certificate of Incorporation grants our directors and officers a right to indemnification for all expenses, liabilities and losses relating to civil, criminal, administrative or investigative actions, suits or proceedings to which they are a party (other than an action or suit by us or in our right, in which case our directors and officers have a right to indemnification for all expenses, except in respect of any claim, issue or matter as to which such officer or director is adjudged to be liable to us) (1) by reason of the fact that they are or were our directors or officers, (2) by reason of the fact that, while they are or were our directors or officers, they are or were serving at our request as directors or officers of another corporation, partnership, joint venture, trust or entity or (3) by reason of any action alleged to have been taken or omitted in such person's capacity as our director or officer or in any other capacity while serving at our request as directors or officers of another corporation, partnership, joint venture, trust or entity.

Article Eighth of the Certificate of Incorporation further provides for the mandatory advancement of expenses incurred by officers and directors in defending such proceedings in advance of their final disposition upon delivery to us by the indemnitee of an undertaking to repay all amounts so advanced if it is ultimately determined that such indemnitee is not entitled to be indemnified under Article Eighth. We may not indemnify or make advance payments to any person in connection with proceedings initiated against us by such person without the authorization of our board of directors.

In addition, Article Eighth of the Certificate of Incorporation provides that directors and officers therein described shall be indemnified to the fullest extent permitted by the DGCL, and if the DGCL is subsequently amended to expand further the indemnification or advancements permitted, then we shall indemnify such directors and officers to the fullest extent permitted by the DGCL, as so amended.

Article Eighth of the Certificate of Incorporation allows the indemnification to continue after an indemnitee has ceased to be our director or officer and to inure to the benefit of the indemnitee's heirs, executors and administrators. Article Eighth of the Certificate of Incorporation further provides that the right to indemnification is not exclusive of any other right that any indemnitee may be entitled under any law, any agreement or vote of stockholders or disinterested directors or otherwise.

The Certificate of Incorporation authorizes us to purchase insurance for our directors and officers and persons who serve at our request as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or entity against any liability incurred in such capacity, whether or not we would have the power to indemnify such persons against such expense or liability under the DGCL. We intend to maintain insurance coverage for our officers and directors as well as insurance coverage to reimburse us for potential costs of our corporate indemnification of directors and officers.

ITEM 16. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as part of, or incorporated by reference into, this registration statement.

ITEM 17. Undertakings

(a) Each of the undersigned registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrants pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: Each of the undersigned registrants undertakes that in a primary offering of securities of such undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, such undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (5) (i) Any preliminary prospectus or prospectus of such undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of such undersigned registrant or used or referred to by such undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about such undersigned registrant or its securities provided by or on behalf of such undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by such undersigned registrant to the purchaser.

The undersigned registrants hereby undertake that, for purposes of determining any liability under the Securities Act of 1933, each filing of a registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, each registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of any registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Each of the undersigned registrants hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Securities and Exchange Commission under Section 305(b)(2) of the Trust Indenture Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on February 7, 2017.

DR PEPPER
SNAPPLE
GROUP, INC.

By: /s/
James
L.
Baldwin

James
L.
Baldwin

Executive
Vice
President
&
General
Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on the 7th day of February, 2017.

SIGNATURE	TITLE
* Larry D. Young	President, Chief Executive Officer and Director (Principal Executive Officer)
* Martin M. Ellen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* Angela A. Stephens	Senior Vice President and Controller (Principal Accounting Officer)
* Wayne R. Sanders	Chairman of the Board
* David E. Alexander	Director
* 	Director

Antonio Carillo

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SIGNATURE	TITLE
* Pamela H. Patsley	Director
* Joyce M. Roché	Director
* Ronald G. Rogers	Director
* Dunia A. Shive	Director
* M. Anne Szostak	Director
José M. Gutiérrez	Director

/s/ James L. Baldwin Pursuant to power of attorney included in the
* As Attorney-in-fact Registration Statement

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on February 7, 2017.

234DP AVIATION,
LLC
A & W
CONCENTRATE
COMPANY
AMERICAS
BEVERAGES
MANAGEMENT GP
AMTRANS, INC.
BAI BRANDS LLC
BERKELEY SQUARE
US, INC.
BEVERAGES
DELAWARE INC.
DP BEVERAGES INC.
DPS AMERICAS
BEVERAGES, LLC
DPS BEVERAGES,
INC.
DPS FINANCE II, INC.
DPS HOLDINGS INC.
DR
PEPPER/SEVEN-UP
BEVERAGE SALES
COMPANY
DR PEPPER/SEVEN
UP
MANUFACTURING
COMPANY
DR PEPPER/SEVEN
UP, INC.
HIGH RIDGE
INVESTMENTS US,
INC.
INTERNATIONAL
INVESTMENTS
MANAGEMENT LLC
MOTT'S GENERAL
PARTNERSHIP
MOTT'S LLP
MSSI LLC
NANTUCKET
ALLSERVE, INC.

NUTHATCH
TRADING US, INC.
PACIFIC SNAPPLE
DISTRIBUTORS, INC.
ROYAL CROWN
COMPANY, INC.
SNAPPLE BEVERAGE
CORP.
THE AMERICAN
BOTTLING
COMPANY
184 INNOVATIONS,
INC.

By: /s/
James
L.
Baldwin

James
L.
Baldwin

Executive
Vice
President
&
General
Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on the 7th day of February, 2017.

SIGNATURE	TITLE
*	President, Chief Executive Officer and Director (Principal Executive Officer)

Larry D. Young

*	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
---	---

Martin M. Ellen

*	Senior Vice President and Controller (Principal Accounting Officer)
---	--

Angela A. Stephens

/s/ James L. Baldwin Director
James L. Baldwin

/s/ James L. Baldwin Pursuant to power of attorney included in the
* As Attorney-in-fact Registration Statement

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on February 7, 2017.

SPLASH
TRANSPORT,
INC.

By: /s/
Derry
Hobson
Derry
Hobson
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on the 7th day of February, 2017.

SIGNATURE

TITLE

/s/ Derry Hobson

President and Director
(Principal Executive Officer)

Derry Hobson

*

Senior Vice President and Director
(Principal Financial Officer and Principal Accounting
Officer)

Greg Collins

*

Vice President and Secretary

Lisa Dalfonso

*

Vice President and Assistant Secretary

Arthur Swanson

/s/ James L. Baldwin

Pursuant to power of attorney included in the
Registration Statement

* As Attorney-in-fact

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
1.1*	Form of Underwriting Agreement.
4.1	Amended and Restated Certificate of Incorporation of Dr Pepper Snapple Group, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (filed on May 12, 2008) and incorporated herein by reference).
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Dr Pepper Snapple Group, Inc. effective as of May 17, 2012 (filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q (filed July 26, 2012) and incorporated herein by reference).
4.3	Certificate of Second Amendment to Amended and Restated Certificate of Incorporation of Dr Pepper Snapple Group, Inc. effective as of May 19, 2016 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (filed May 20, 2016) and incorporated herein by reference).
4.4	Amended and Restated By-Laws of Dr Pepper Snapple Group, Inc. effective as of January 25, 2016 (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K (filed January 25, 2016) and incorporated herein by reference).
4.5	Indenture, dated as of December 15, 2009, between the Company and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to the Company's Form 8-K filed on December 23, 2009 and incorporated herein by reference).
4.6	Form of Subordinated Indenture (filed as Exhibit 4.2 to the Company's Registration Statement on Form S-3 (filed on December 14, 2009) and incorporated herein by reference).
4.7	Eighth Supplemental Indenture, dated as of January 31, 2017, among Bai Brands LLC, 184 Innovations, Inc. and Wells Fargo Bank, N.A. (filed as Exhibit 4.2 to the Company's Form 8-K (filed February 2, 2017) and incorporated herein by reference).
4.8*	Form of Warrant Agreement.
5.1	Opinion of Baker Botts L.L.P. (filed as Exhibit 5.1 to the Company's Registration Statement on Form S-3 (filed on September 2, 2016 File No. 333-213477) and incorporated herein by reference).
5.2 ***	Opinion of Baker Botts L.L.P.
12.1 ***	Computation of Ratio of Earnings to Fixed Charges.
23.1 ***	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Baker Botts L.L.P. (contained in Exhibit 5.2).
24.1	Powers of Attorney (set forth on signature page).
25.1 ***	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, in respect of the Senior Indenture.
25.2**	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, in respect of the Subordinated Indenture.

* To be filed by amendment or as an exhibit with a subsequent Current Report on Form 8-K in connection with a specific offering.

** To be filed pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939, as amended.

*** Filed herewith