

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <sup>*</sup> Nickolas Steven Paul <small>(Last) (First) (Middle)</small> 14301 NORTH 87 STREET, SUITE 301 <small>(Street)</small> SCOTTSDALE, AZ 85260 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol ALKALINE WATER Co INC [WTR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President CEO Chairman	
		3. Date of Earliest Transaction (Month/Day/Year) 05/21/2014		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
		4. If Amendment, Date Original Filed (Month/Day/Year)			

**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								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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**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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$ 0.605							10/09/2013 (4)	10/09/2023	Common	3,000,000		3,000,000	D	
Stock Options	\$ 0.165							05/12/2014	05/12/2019	Common	600,000		3,600,000	D	
Stock Options	\$ 0.1455	05/21/2014		A		3,000,000		05/21/2014 (5)	05/21/2024	Common	3,000,000	\$ 0.1455	6,600,000	D	

## 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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