

REEDS INC  
Form 8-K  
December 24, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 20, 2013**

**Commission File Number 000-32501**

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**REED'S, INC.**

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(Exact name of registrant as specified in its charter)

|  |                                       |
|--|---------------------------------------|
| <b>Delaware</b>  | <b>35-2177773</b>                     |
| State or other jurisdiction of incorporation or organization | I.R.S. Employer Identification Number |

|  |              |
|--|--------------|
| <b>13000 South Spring Street</b>       | <b>90061</b> |
| <b>Los Angeles, California</b>         | Zip Code     |
| Address of principal executive offices |              |

**(310) 217-9400**

Registrant's telephone number, including area code

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Class</b>                            | <b>Name of each exchange where registered</b> |
|--|---|
| <b>Common Stock, \$.0001 par value per share</b> | <b>NYSE MKT</b>                               |

**Securities registered pursuant to Section 12(g) of the Act: None**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (SEE General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Company's December 20, 2013 Annual Meeting of Shareholders, the Company's shareholders re-elected the existing board of directors and ratified the selection of Weinberg & Company, P.A. as the Company's independent registered public accounting firm for fiscal 2013, approved on an advisory basis the compensation paid to the Company's named executive officers and approved a frequency of three years for the ongoing approval on an advisory basis the compensation paid to the Company's named executive officers. The Company's shareholders turned down a shareholder proposal entitled "Proxy Access for Shareholders". Of the 12,882,588 shares of common stock outstanding on the record date of November 14, 2013, a total of 9,599,031 shares were voted in person or by proxy, representing 74.5% of the votes entitled to be cast, constituting a majority and therefore more than a quorum of the outstanding shares entitled to vote. Votes were cast as follows:

1. Election of Directors

|                        | Vote            |                | Broker          |
|------------------------|-----------------|----------------|-----------------|
|                        | <u>Vote For</u> | <u>Against</u> | <u>Withheld</u> |
| Christopher J. Reed    | 4,998,882       | –              | 658,640         |
| Judy Holloway Reed     | 4,841,625       | –              | 815,897         |
| Mark Harris            | 4,632,355       | –              | 1,025,167       |
| Daniel S.J. Muffoletto | 3,567,408       | –              | 2,090,114       |
| Michael Fischman       | 4,438,641       | –              | 1,218,881       |

2. Proposal to ratify the selection of Weinberg & Company, P.A. as the Company's independent registered public accounting firm for fiscal 2013.

| Vote            |                | Broker             |
|-----------------|----------------|--------------------|
| <u>Vote For</u> | <u>Against</u> | <u>Abstentions</u> |
| 9,294,747       | 53,714         | 250,570            |
|                 |                | –                  |

3. Proposal to adopt the resolution approving on an advisory basis the compensation paid to the Company's named executive officers.

| Vote            |                | Broker             |
|-----------------|----------------|--------------------|
| <u>Vote For</u> | <u>Against</u> | <u>Abstentions</u> |
| 4,969,966       | 620,516        | 67,040             |
|                 |                | 3,941,509          |

4. Proposal for the frequency for the advisory vote on the compensation of our named executive officers.

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|                |                |               |                | Broker          |
|----------------|----------------|---------------|----------------|-----------------|
| <u>3 Years</u> | <u>2 Years</u> | <u>1 Year</u> | <u>Abstain</u> | <u>Non-Vote</u> |
| 4,205,912      | 183,649        | 1,259,785     | 8,176          | 3,941,509       |

5. Shareholder Proposal entitled "Proxy Access for Shareholders".

| Vote            |                | Broker             |                 |
|-----------------|----------------|--------------------|-----------------|
| <u>Vote For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Non-Vote</u> |
| 882,408         | 4,677,135      | 97,979             | 3,941,509       |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Reed's, Inc.**  
(Registrant)

Date: December 23, 2013 By: /s/ James Linesch  
Name: James Linesch  
Title: Chief Financial Officer