

REED'S INC  
Form 8-K/A  
May 23, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**Amendment No. 1**

**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 24, 2013**

**Reed's, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-32501**    **35-2177773**  
(State or other jurisdiction    (Commission    (IRS Employer  
of incorporation)              File Number)    Identification No.)

**13000 South Spring Street, Los Angeles, California 90061**

(Address of principal executive offices and zip code)

**Not applicable**

(Former name or former address if changed since last report)

Registrant's telephone number, including area code: **(310) 217-9400**

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:

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))

**REED'S, INC.**

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

(d) As previously reported in the original Form 8-K filed on December 24, 2013 (“Original Form 8K”), in a non-binding advisory vote on the frequency of future say-on-pay voting held at the 2013 Annual Meetings of Stockholders of Reed’s, Inc., stockholders, by a plurality of votes cast, supported a frequency for say-on-pay voting of three years. Based on the results of the vote, and consistent with the recommendation of the Board of Directors of Reed’s, Inc. (“Board”), the Board has determined to conduct a say-on-pay vote every three years until the next required advisory vote on the frequency of future say-on-pay votes.

Except as set forth above, there are no changes or updates to disclosures reported in the Original Form 8-K.

**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, thereunto duly authorized.

REEDS, INC.,  
a Delaware corporation

Dated: May 22, 2014 By: */s/ David J. Williams*  
David J. Williams, Interim CFO

