

JONES SODA CO
Form SC 13G/A
February 14, 2017

Washington, D.C. 20549
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

TO

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Jones Soda Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

480 23 P106

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- | | | |
|-----|--|-----------------------|
| 1. | Names of Reporting Persons | Jennifer L. Cue |
| 2. | Check Appropriate Box if a Member of a Group: | |
| | (a) | |
| | (b) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization | United States citizen |
| 5. | Sole Voting Power | 2,676,360 shares |
| 6. | Shared Voting Power | -0- |
| 7. | Sole Dispositive Power | 2,676,360 shares |
| 8. | Shared Dispositive Power | -0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 2,676,360 shares |
| 10. | Check Box if Aggregate Amount in Row "9" Excludes Certain Shares | |
| 11. | Percent of Class Represented by Amount in Row "9" | 6.43% |
| 12. | | IN |

Type of
Reporting
Person

Item(a)Name of Issuer Jones Soda Co.
 1.
 (b)Address of Issuer's Principal Executive Offices 66 S. Hanford St.
 #150
 Seattle,
 Washington 98134

Item(a)Name of Person Filing Jennifer L. Cue
 2.
 (b)Address of Principal Business Office or, if none, Residence 66 S. Hanford St.
 #150
 Seattle,
 Washington 98134
 (c)Citizenship United States
 citizen
 (d)Title of Class of Securities Common Stock
 (e)CUSIP Number 480 23 P106

ItemIf this Statement is Filed Pursuant
 3. §§ 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:
 (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
 (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
 (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
 (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
 (e) Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E)
 (f) Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)
 (g)

Parent holding company
or control person in
accordance with
§ 240.13d-1(b)(1)(ii)(G)

Savings association as
defined in section 3(b) of
the Federal Deposit
Insurance Act (12 U.S.C.
1813)

(h)

Church plan excluded
from the definition of an
investment company
under section 3(c)(14) of
the Investment
Company Act of 1940 (15
U.S.C. 80a-3)

(i)

A non-U.S. institution in
accordance with
§ 240.13d-1(b)(1)(ii)(J)

(j)

Group, in accordance with
§ 240.13d-1(b)(1)(ii)(K)

(k)

Item Ownership

4.

(a) Amount beneficially owned 2,676,360 shares(1)

(b) Percent of class 6.43%(2)

(c) Number of shares as to
which the person has:

(i) sole power to vote or direct the vote 2,676,360 shares(1)

(ii) shared power to vote or to
direct the vote -0-

(iii) sole power to dispose of
or direct disposition 2,676,360 shares (1)

(iv) shared power to dispose
of or direct disposition -0-

(1) The 2,676,360 shares
beneficially owned by Ms. Cue
consist of (a) 2,406,360 shares
owned directly, and (b) 270,000
shares subject to options
currently exercisable by
Ms. Cue.

(2) Calculated in accordance with
Exchange Act Rule 13d-3; based
on a total of 41,624,373 shares
of common stock, consisting of

41,354,373 shares outstanding
as of close of business on
January 31, 2017, plus
270,000 shares subject to
options granted to Ms. Cue that
are currently exercisable.

ItemOwnership

5. of Five
Percent or
Less of a
Class.

If this
statement
is being
filed to
report the [not
fact that as applicable]
of the date
hereof the
reporting
person has
ceased to
be the
beneficial
owner of
more than
5 percent
of the
class of
securities,
check the
following

ItemOwnership[not

6. of More applicable]
than Five
Percent on
Behalf of
Another Person

ItemIdentification

7. and
Classification
of the
Subsidiary [not
Which applicable]
Acquired
the
Security
Being
Reported

on By the
Parent
Holding
Company of
Control
Person

Item Identification

8. and applicable]
Classification
of
Members
of Group

Item Notice of

9. Dissolution [not
of Group applicable]

Item Certification:

10.
By signing below I
certify that, to the best
of my knowledge and
belief, the securities
referred to above were
not acquired and are
not held for the
purpose of or with the
effect of changing or
influencing the control
of the issuer of the
securities and were
not acquired and are
not held in connection
with or as a participant
in any transaction
having that purpose or
effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2017
(Date)
/s/ Jennifer L. Cue
(Signature)
