CUE JENNIFER Form 4 April 09, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **CUE JENNIFER**

(Middle)

C/O JONES SODA CO., 66 S.

HANFORD ST. STE 150

(First)

(Street)

SEATTLE, WA 98134

2. Issuer Name and Ticker or Trading Symbol

JONES SODA CO [JSDA]

3. Date of Earliest Transaction

(Month/Day/Year) 03/23/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D)

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Exercisable Date

or Number of Shares

Amount

<u>(1)</u>

Convertible

Subordinated Promissory

\$ 0.32 03/23/2018

A 0 (1)

03/23/2018 03/23/2022

Common Stock

Note

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CUE JENNIFER C/O JONES SODA CO. 66 S. HANFORD ST, STE 150 SEATTLE, WA 98134

Chief Executive Officer

Signatures

Jennifer Cue 04/09/2018

**Signature of Date
Reporting Person

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).

Mrs. Cue purchased a \$100,000 convertible subordinated promissory note of the issuer, which accrues interest at a rate of 6.0% per annum with a four year term and a fixed conversion rate of \$0.32 per share. Ms. Cue may convert all or part of such convertible note into shares of common stock of the issuer at any time on or prior to the maturity date of the convertible note.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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