

Bello John
 Form 4
 January 02, 2018

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Bello John

(Last) (First) (Middle)
 13000 SOUTH SPRING ST
 (Street)

LOS ANGELS, CA 90061

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REED'S, INC. [REED]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/14/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Reed's Common Stock ⁽¹⁾	12/14/2017	12/28/2017	P	29,400	A \$ 1.5	195,802	D
Reed's Common Stock ⁽²⁾	12/22/2017	12/28/2017	P	137,002	A \$ 1.5	332,804	D
Reed's Common Stock ⁽³⁾	12/22/2017	12/28/2017	P	100,001	A \$ 1.5	432,805	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Reed's warrants	\$ 2.025	12/14/2017	12/28/2017	P	14,700	06/28/2018	12/28/2020	Common Stock	14,700
Reed's warrants	\$ 2.025	12/22/2017	12/28/2017	P	68,501	06/28/2018	12/28/2020	Common Stock	68,501
Reed's warrants	\$ 2.025	12/22/2017	12/28/2017	P	50,000	06/28/2018	12/28/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bello John 13000 SOUTH SPRING ST LOS ANGELES, CA 90061		X		

Signatures

/s/ John Bello 01/02/2018

**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) Purchased through exercise of subscription right in Company's Registered Rights Offering
- (2) Received through exercise of subscription right in Company's Registered Rights Offering
- (3) Allocated through exercise of subscription right in Company's Registered Rights Offering

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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