

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