

REED'S, INC.  
Form 8-K  
December 18, 2018

**UNITED STATES**

**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 13, 2018

**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.)

201 Merritt 7, Norwalk, CT 06851

(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: (203) 890-0557

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Reed’s Inc. 2018 Annual Meeting of Stockholders on December 13, 2018, the stockholders of Reed’s Inc., a Delaware corporation (“Reed’s”) elected all of the board of director’s nominees.

In addition, the stockholders adopted and approved the Amended and Restated 2017 Incentive Compensation Plan, approved the amendment to the Certificate of Incorporation increasing the number of authorized common shares and ratified the selection of Weinberg & Company, P. A. as the Company’s independent registered public accounting firm for fiscal 2019.

Of the 25,660,211 shares of common stock outstanding on the record date of October 25, 2018, a total of 23,011,740 shares were voted in person or by proxy, representing 89.68% 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. To elect John Bello, Valentin Stalowir, Daniel J. Doherty III, Christopher J. Reed, Lewis Jaffe, Scott R. Grossman and James C. Bass to serve a one-year term until their respective successors are duly elected and qualified or until their death, resignation, removal or disqualification

|                       | Vote For   | Vote Against | Votes Withheld | Broker Non-Vote |
|-----------------------|------------|--------------|----------------|-----------------|
| John Bello            | 14,245,557 | -            | 752,263        | 8,013,920       |
| Valentin Stalowir     | 14,809,844 | -            | 188,076        | 8,013,920       |
| Daniel J. Doherty III | 14,794,199 | -            | 203,721        | 8,013,920       |
| Christopher J. Reed   | 14,727,073 | -            | 270,847        | 8,013,920       |
| Lewis Jaffe           | 14,222,595 | -            | 775,325        | 8,013,920       |
| Scott R. Grossman     | 14,243,839 | -            | 754,081        | 8,013,920       |
| James C. Bass         | 14,809,183 | -            | 188,737        | 8,013,920       |

2. To approve the Reed’s, Inc. Amended and Restated 2017 Incentive Compensation Plan

| Vote For   | Vote Against | Abstentions | Broker Non-Vote |
|------------|--------------|-------------|-----------------|
| 13,729,800 | 1,208,879    | 59,241      | 8,013,920       |

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3. To amend Certificate of Incorporation to increase authorized shares of common stock from 40,000,000 to 70,000,000

|            | Vote      |             | Broker    |  |
|------------|-----------|-------------|-----------|--|
| Vote For   | Against   | Abstentions | Non-Vote  |  |
| 13,385,973 | 1,554,219 | 57,728      | 8,013,920 |  |

4. To ratify the selection of Weinberg & Company, P. A. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

|            | Vote    |             | Broker    |  |
|------------|---------|-------------|-----------|--|
| Vote For   | Against | Abstentions | Non-Vote  |  |
| 22,728,603 | 214,254 | 68,883      | 8,013,920 |  |

**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: December 18, 2018 By: */s/ Iris Snyder*  
Iris Snyder,  
Chief Financial Officer

