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REEDS INC
Form 8-A12B
November 21, 2007

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

REED'S, INC.

(Exact name of registrant as specified in its charter)

Delaware

35-2177773

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

13000 South Spring Street, Los Angeles, California

90061

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, \$0.0001 par value	The NASDAQ Stock Market LLC
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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:
333-120451 (if applicable)

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Securities to be registered pursuant to Section 12(g) of the Act:

Not Applicable

(Title of class)

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Reed's, Inc. (the "Registrant") hereby incorporates by reference the description of its Common Stock to be registered hereunder to the section captioned "Description of Our Securities" in the Registrant's Registration Statement on Form SB-2 (File No. 333-120451), as originally filed with the Securities and Exchange Commission (the "Commission") on November 12, 2004, and as amended (the "Registration Statement"), and in the prospectus included in the Registration Statement filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

REED'S, INC.

Date: November 21, 2007

By: /s/ Christopher J. Reed

Christopher J. Reed
Chief Executive Officer