

REED'S, INC.  
Form 8-K/A  
October 26, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 1**

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 26, 2016

**Reed's Inc.**

(Exact name of registrant as specified in its charter)

Delaware	001-32501	35-2177773
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1300 South Spring Street, Los Angeles, California 90061

(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: (310) 217-9400

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))

**Explanatory Note**

This Amendment No. 1 on Form 8-K/A (this “Form 8-K/A”) is an amendment to the Current Report of Form 8-K of Reed’s Inc. dated October 24, 2016 (the “Original Form 8-K”). This Form 8-K/A is being filed to correct an error in the last sentence of the first paragraph of Item 5.02 of the Original Form 8-K, which cited an incorrect reference for the definition of “independence”. This Form 8-K/A amends and restates in its entirety Item 5.02 of the Original Form 8-K. No other changes were made to the Original Form 8-K.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On October 19, 2016, the board of directors of Reed's Inc., a Delaware corporation ("Reed's") appointed Lewis Jaffe to serve as a director, filling a vacancy. Mr. Jaffe was also appointed to the Governance Committee, Compensation Committee and Audit Committee. The board of directors has determined that Mr. Jaffe does not have relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is an "independent director" as defined under Section 803A of the NYSE MKT Company Guide.

Since August 2014, Mr. Jaffe has been teaching as an Executive-in-Residence and Clinical Faculty at the Fred Kiesner Center for Entrepreneurship, Loyola Marymount University. Since January 2010 Mr. Jaffe has served as Chairman of the Board for FitLife Brands Inc (FTLF:OTCBB) and serves on its audit, compensation and governance committees. Since 2006 he has served on the board of Director of York Telecom, a private equity owned company, and serves on its compensation and governance committees. From 2006 to 2008 Mr. Jaffe was Interim Chief Executive Officer and President of Oxford Media, Inc. Mr. Jaffe has also served in executive management positions with Verso Technologies, Inc., Wireone Technologies, Inc., Picturitel Corporation, and he was also previously a Managing Director of Arthur Andersen. Mr. Jaffe was the co-founder of MovieMe Network. Mr. Jaffe also served on the Board of Directors of Benihana, Inc. as its lead independent director from 2004 to 2012.

Mr. Jaffe is a graduate of the Stanford Business School Executive Program, holds a Bachelor of Science from LaSalle University and holds a Masters Professional Director Certification from the American College of Corporate Directors, a public company director education and credentialing program.

There are no arrangements or understandings between Mr. Jaffe and any other persons pursuant to which he was appointed a director. Reed's has not entered into any material plan, contract or arrangement with Mr. Jaffe. There are no current or proposed transactions in which Mr. Jaffe has a direct or indirect material interest in which Reed's is involved and in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of Reed's total assets at year end for the last two completed fiscal years.

**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: October 26, 2016 By: */s/ Daniel Miles*  
Daniel Miles,  
Chief Financial Officer

