

REED'S, INC.  
Form 8-K  
December 17, 2014

**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 17, 2014**

**Reed's, Inc.**

(Exact name of registrant as specified in its charter)

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

**13000 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))

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

At the Company’s December 12, 2014 Annual Meeting of Shareholders, the Company’s shareholders elected the existing board of directors for a one year term and ratified the selection of Weinberg & Company, P. A. as the Company’s independent registered public accounting firm for fiscal 2014. The Company’s shareholders turned down a shareholder proposal entitled “Proxy Access for Shareholders”. Of the 13,061,480 shares of common stock outstanding on the record date of October 15, 2014, a total of 10,920,892 shares were voted in person or by proxy, representing 83.61% 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 For	Vote Against	Votes Withheld	Broker Non-Vote
Christopher J. Reed	2,252,453	-	953,682	7,714,757
Judy Holloway Reed	2,220,374	-	985,761	7,714,757
Mark Harris	2,224,490	-	981,645	7,714,757
Daniel S.J. Muffoletto	1,422,148	-	1,783,987	7,714,757
Michael Fischman	1,887,589	-	1,318,546	7,714,757

2. Proposal to ratify the selection of Weinberg & Company, P. A. as the Company’s independent registered public accounting firm for fiscal 2014.

Vote For	Vote Against	Abstentions	Broker Non-Vote
10,815,325	97,704	7,863	-

3. Shareholder Proposal entitled “Proxy Access for Shareholders”.

Vote For	Vote Against	Abstentions	Broker Non-Vote
1,119,806	2,033,038	53,291	7,714,757

**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 17, 2014    By: */s/ Lawrence W. Tomsic*  
Lawrence W. Tomsic, Interim Chief Financial  
Officer

