

REEDS INC  
Form PRE 14A  
November 12, 2013

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant To Section 14(a) of the Securities**

**Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive additional materials

Soliciting material Pursuant to Rule 14a-11(c) or Rule 14a-12

Confidential, for use of the  
Commission only  
(as permitted by Rule 14a-6(e)(2))

**REED'S, INC.**

(Name of Registrant as Specified in Its Charter)

Payment of filing fee (check the appropriate box):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

**REED'S, Inc.**

13000 South Spring Street, Los Angeles, California 90061

Ph: (310) 217-9400 • Fax: (310) 217-9411

[www.reedsinc.com](http://www.reedsinc.com)

**Message from the Founder, Chairman and CEO**

November 12, 2013

To Our Shareholders:

We have had over four years of over 20 percent growth per quarter. In the 3<sup>rd</sup> quarter 2013, we hit a major company milestone of over \$10 million in sales. Our core brands of Reed's Ginger Brews and Virgil's continue to be the dominant growth factors and focus of the business. Our recent launch of Reed's Culture Club Kombucha is accelerating our branded product sales growth. We launched four new flavors of kombucha; Coconut Water Lime, Cabernet Grape, Pomegranate Ginger and Mango Passion Ginger. Reed's Culture Club Kombucha is establishing as the number two player in the kombucha category. Kombucha sales in natural foods are four to five times larger than the natural soft drink category and growing at a fast clip. We have placements of the first four flavors of our Kombucha in approximately 50% of the natural food stores nationwide. Sales of our new flavors of Kombucha are in approximately 15-20 percent of the accounts depending on flavor. Sales have reached an annual run rate of \$5 million per year in the first year of sales.

During the worst time of the economy in 2009, we started producing non competitive private label products for some of the largest supermarket chains in the country. Private label has not only significantly increased our gross profits but has transformed our business in the following important ways. We have created over 80 new beverages for our private label customers since starting the private label program which has honed our skills as beverage development experts. We have transformed our plants to be certified at the highest quality standards of the food industry. We have in-house design capabilities and an exclusive Chinese glass manufacturing relationship that gives us design capabilities and costing advantages in the marketplace. We have active partnerships with some of the largest supermarket chains in the country. There is a growing list of national chain retailers that now rely on us for their specialty and natural beverage design and fulfillment.

Fiscal Highlights 2013:

• Sales for the first nine months 2013 increased 25% to \$27.7 million, as compared to \$22.3 million in the first nine months of 2012;

• Gross Profits for the first nine months of 2013 increased 14% to \$8.2 million, as compared to \$7.1 million in the first nine months of 2012.

• Modified EBITDA, a non-GAAP measurement, was \$1,118,000 for the first nine months of 2013, as compared to \$1,153,000 in for the first nine months of 2012;

- Working capital was \$1.8 million at 9/30/13;

Operational Highlights 2013:

- Private label sales increased by 37% in the nine months ended September 30, 2013, as compared to 2012;

• Began production/shipment of four new flavors of Reed's Culture Club Kombucha, Coconut Water Lime, Cabernet Grape, Pomegranate Ginger and Mango Passion Ginger;

• Opened up kombucha markets with mainstream DSD distributors in the Midwest with Pepsi Bottler, also brought on DSD's in NYC, Maryland, and San Francisco;

• Gained kombucha distribution in Krogers, Wegmans, Fresh Market, Giant Eagle, and Jewel-Osco Supermarket Chains;

- Started selling to Winco Foods;
- Established a distribution relationship with one of Canada's largest food companies Lassonde;
- Moved to the NYSE MKT from NASDAQ;

- Increased the credit limit on our revolving line of credit from \$4 million to \$4.5 million;
- Continued Los Angeles plant upgrades designed to increase capacity and efficiency;
- Announced that all of Reed's, Inc. products are GMO free;
- Promoted Reed's Ginger Brews through MindGardens organic gardening for inner city youth project with Snoop Dogg and his 22 million Facebook followers;
- Partnered with Life is Good company and their annual concert fund raiser for 30,000.

Our plans for the future are built around the strategy that we will continue moving our branded products out into the Direct Store Delivery (DSD) networks of beverage distributors and continue to build relationships with the grocery chains. We will continue to expand our brand offerings. We will continue to attract new private label customers. As we move forward, we expect to go from a company that pushes its brands into the marketplace to one that drives sales by promoting and advertising the brands to create consumer demand. This change has begun with the hiring of a top level marketing consultant in 2013 with a number of cooperative marketing programs including sponsoring a concert tour, partnering up for a large benefit with the Life is Good company, and Snoop Dogg's inner city organic gardens initiative MindGardens. We're developing marketing models and testing new pull campaigns to drive future growth. As we muscle up, expect to see more noise around our brands in the marketplace.

#### Summary Annual Statement of Operations

(in thousands)

Year ended	2010	2011	2012	2013 est.(a)
Sales	\$20,376	\$25,013	\$30,007	\$38,000
Cost of sales	14,313	17,608	20,863	26,500
Gross profit	6,063	7,405	9,144	11,500
As a percentage of sales	30%	30%	30%	30%
Freight and handling	1,728	2,307	2,634	
As a percentage of sales	8%	9%	9%	
Selling, general and administrative expenses	5,059	5,348	6,374	
As a percentage of sales	25%	21%	21%	
Net (loss) income from operations	(724 )	(250 )	(136 )	

(a) Fiscal year 2013 estimate is based on the nine months results plus one quarter equivalent to the results for the three months ended September 30, 2013. Actual results may vary.

We are very pleased that during a very tough economy, we have taken a gourmet beverage company and found a way to make it grow and flourish. We recognize the need to promote the success of the company to existing and new shareholders. We will continue to invest time and energy in investor relations. We participated in a number of conferences geared to institutional investors. We have a new analyst covering the company, Singular Research. But our main focus will be on business improvement. We, the Reed's Inc. management team, are long term players. Our stock price continues to perform well considering the 800% run up in 2012 and subsequent 50% pullback. Entering 2014 with our business continuing to expand, we feel excited by our improving outlook and position in the marketplace. We will continue to work diligently to increase the value of the company.

Chris Reed

CEO, Founder

Reed's, Inc.

NYSE MKT: REED

3

**REED'S, INC.**

13000 South Spring Street

Los Angeles, California 90061

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**NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDER**

**To be held December 20, 2013**

Dear Stockholder:

You are cordially invited to attend our annual meeting of stockholders at the corporate offices of Reed's, Inc., located at 13000 South Spring Street, Los Angeles, California 90061 on Friday, December 20, 2013, at 10:00 a.m. Pacific Standard Time. The business of the annual meeting will be to:

- Elect Christopher J. Reed, Judy Holloway Reed, Mark Harris, Daniel S.J. Muffoletto and Michael Fischman to serve as directors until the 2014 annual meeting, or until each director's successor is elected and qualified;
- Ratify the selection of Weinberg & Company, P.A. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013;
- Consider and vote on whether to approve, on an advisory basis, the compensation paid to our Named Executive Officers (as that term is defined in the Proxy Statement for the 2013 Annual Meeting) for the fiscal year ended December 31, 2012;
- Consider and vote, on an advisory basis, on how frequently we should seek approval from our stockholders, on an advisory basis, of the compensation paid to our Named Executive Officers;
- Consider a shareholder proposal entitled "Proxy Access for Shareholders", which proposal is opposed by the Board of Directors, if such proposal is properly introduced at the meeting; and
- To transact such other business as may properly come before the 2013 Annual Meeting and any adjournments or postponements thereof.

A Proxy Statement and a proxy card are enclosed with this notice. The Proxy Statement describes the business to be transacted at the meeting and provides other information about Reed's, Inc. that you should know when you vote your shares. You may vote your shares in person at the annual meeting or by using the enclosed proxy card **or otherwise may transmit your voting instructions as described on the enclosed proxy card**. For admission to the meeting, all stockholders should come to the stockholder check-in table. Those who own shares in their own names should provide identification and have their ownership verified against the list of registered stockholders as of the record date. Please

note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the meeting, you must obtain a proxy card issued in your name from the record holder. Stockholders of record as of the close of business on November 14, 2011 will be entitled to vote at the meeting, or any adjournments of the meeting.

**\* \* \* IMPORTANT NOTICE \* \* \***

Regarding Internet Availability of Proxy Materials  
for the 2013 Annual Meeting of Stockholders to be held on December 20, 2013

In accordance with new rules issued by the Securities and Exchange Commission,  
you may access our 2013 Annual Report and our Proxy Statement at  
*www.reedsgingerbrew.com*

By Order of the Board of Directors,  
/s/ Christopher J. Reed  
Christopher J. Reed, Chairman  
Los Angeles, California

November 12, 2013



**PROXY STATEMENT**

**FOR THE 2013 ANNUAL MEETING OF STOCKHOLDERS**

**OF**

**REED'S, INC.**

**To Be Held on December 20, 2013**

The enclosed proxy is solicited by the Board of Directors (the "Board") of Reed's, Inc., a Delaware corporation, for use at the 2013 Annual Meeting of Stockholders (the "Annual Meeting") of Reed's, Inc. and all postponements, continuations or adjournments thereof. These proxy materials and the enclosed Annual Report on Form 10-K for the year ended December 31, 2012 ("Annual Report") are being mailed to our stockholders on or about November 21, 2013. In this Proxy Statement, we use the terms the "Company," "Reed's," "we," "our," and "us" to refer to Reed's, Inc.

**Where and when is the Annual Meeting?** Our Annual Meeting will be held at the corporate offices of Reed's, Inc., located at 13000 South Spring Street, Los Angeles, California 90061, on Friday, December 20, 2013 at 10:00 a.m. Pacific Standard Time.

**Why did I receive these materials?** You received this Proxy Statement because you held shares of our common stock on November 14, 2013, the record date fixed by our Board, and you are entitled to vote at the Annual Meeting. This Proxy Statement and a copy of our Annual Report will be mailed on or about November 21, 2013. Although the Proxy Statement and Annual Report are being mailed together, the Annual Report is not incorporated into, and should not be deemed part of, this Proxy Statement.

**Who can attend the Annual Meeting?** Only stockholders as of the record date, their authorized representatives, and invited guests will be able to attend the Annual Meeting.

**Who is entitled to vote?** Only holders of record of our common stock at the close of business on November 14, 2013, the record date, are entitled to vote at the Annual Meeting. Each share is entitled to vote on each matter properly brought before the meeting. As of the record date, there were \_\_\_\_\_ shares of our common stock outstanding and \_\_\_\_\_ shares of Series B preferred stock outstanding. Holders of Series B preferred stock do not have voting rights on any matters, including, without limitation, the election of directors.

**Who are the proxies?** The Board of Directors of the Company has appointed Christopher J. Reed, our Chairman of the Board and Chief Executive Officer, and Judy Holloway Reed, our Secretary and director, to serve as proxies at the Annual Meeting. When you fill out your proxy card and return it, or if you vote electronically, you will be giving the proxies your instruction on how to vote your shares at the Annual Meeting.

**How do I vote if I am a registered stockholder?** You may vote in person, electronically via the Internet, or by proxy. Proxies are solicited to give all stockholders who are entitled to vote on the matters that come before the meeting the opportunity to do so whether or not they attend the meeting in person. If you are a registered holder, you can vote your proxy card by mail, electronically via the Internet, or in person at the Annual Meeting. *If you choose to vote by mail, mark your proxy card enclosed with this Proxy Statement, date and sign it, and mail it in the postage-paid envelope. If you wish to vote in person, you can vote the proxy card in person at the Annual Meeting. Signing and returning a proxy will not prevent you from voting in person at the meeting.*

**How do I vote electronically?** If you are a registered stockholder, you may vote electronically via the Internet. Please review the voting instructions on the proxy card.

**How do I specify how I want my shares voted?** If you are a registered stockholder, you can specify how you want your shares voted on each proposal by marking the appropriate boxes on the proxy card. Please review the voting instructions on the proxy card and read the entire text of the proposals and the positions of the Board of Directors in the Proxy Statement prior to marking your vote. *If your proxy card is signed and returned without specifying a vote, it will be voted according to the recommendation of the Board of Directors on that proposal.*

**How do I vote if I am a beneficial stockholder?** If you are a beneficial stockholder, you have the right to direct your broker or nominee on how to vote your shares. You should complete a voting instruction card which your broker or nominee is obligated to provide to you. If you wish to vote in person at the meeting, you must first obtain from the record holder a proxy card issued in your name.

**What items will be voted upon at the Annual Meeting?** The following items will be voted upon at the Annual Meeting:

- (1) the election of Christopher J. Reed, Judy Holloway Reed, Mark Harris, Daniel S.J. Muffoletto and Michael Fischman to serve as directors until the 2014 annual meeting, or until each director's successor is elected and qualified;
- (2) the ratification of the selection of Weinberg & Company, P.A. as the Company's independent registered public accounting firm to audit the financial statements of the Company for the fiscal year ending December 31, 2013;
- (3) whether to approve, on an advisory basis, the compensation paid to our Named Executive Officers (as that term is defined in the Proxy Statement for the 2013 Annual Meeting) for the fiscal year ended December 31, 2012;
- (4) vote, on an advisory basis, on how frequently we should seek approval from our stockholders, on an advisory basis, of the compensation paid to our Named Executive Officers; and
- (5) a shareholder proposal entitled "Proxy Access for Shareholders", which proposal is opposed by the Board of Directors, if such proposal is properly introduced at the meeting.

The Board of Directors does not currently know of any other matters that may be brought before the meeting for a vote. However, if any other matters are properly presented for action, it is the intention of the persons named on the proxy card to vote on them according to their best judgment.

**What is the Board of Directors' voting recommendation?** For the reasons set forth in more detail later in the Proxy Statement, the Board of Directors unanimously recommends a vote **FOR** the election of all nominees for director proposed by our Board (Proposal 1). The Board of Directors has ratified the selection of Weinberg & Company, P.A. as the Company's independent registered public accounting firm to audit the financial statements of the Company for the fiscal year ending December 31, 2013 which selection was made by the Company's Audit Committee. The Board of Directors recommends a vote **FOR** the ratification of the auditors (Proposal 2). The Board of Directors unanimously recommends a vote **FOR** Proposal 3, the say-on-pay proposal, to approve, on an advisory basis, the compensation paid to our Named Executive Officers for the fiscal year ended December 31, 2012 and for **THREE YEARS** in response to Proposal 4, the say-on-frequency proposal, as the frequency with which we seek an advisory say-on-pay vote. The Board of Directors unanimously recommends a vote **AGAINST** the shareholder Proposal 5, Proxy Access for Shareholders.

**How can I provide my comments to the Company?** We urge you to let us know your feelings about the Company or to bring a particular matter to our attention by writing directly to us at Reed's, Inc., 13000 South Spring Street, Los Angeles, California 90061, attention: Judy Holloway Reed, Secretary.

**How many votes are needed to have the proposals pass?** The affirmative vote of the majority of the votes cast at the Annual Meeting is required to elect the directors, ratify the selection of the auditors and approve Proxy Access for Shareholders. Because the say-on-pay proposal asks for a non-binding, advisory vote, there is no required vote that would constitute approval. We value the opinions expressed by our stockholders in this advisory vote, and our Compensation Committee, which is responsible for overseeing and administering our executive compensation programs, will consider the outcome of the vote when designing our compensation programs and making future

compensation decisions for our Named Executive Officers. The say-on-frequency proposal also calls for a non-binding, advisory vote. Our Board has recommended that the advisory vote by stockholders on the compensation paid to our Named Executive Officers should occur once every three years; however, if another frequency receives more votes, our Board will take that fact into account when making its decision on how often to hold advisory votes on our Named Executive Officer compensation.

**How are the votes counted?** You will have one vote for each share of our common stock that you owned on the record date. If the proxy card is properly executed and returned prior to the Annual Meeting, the shares of common stock it represents will be voted as you instruct on the proxy card. If a proxy card is unmarked, or if you indicate no vote, the shares of common stock it represents will be voted **FOR** Proposal No. 1, the election of directors recommended by the Board, **FOR** Proposal No. 2 the ratification of the auditors, **FOR** Proposal No. 3, the say-on-pay proposal, to approve, on an advisory basis, the compensation paid to our Named Executive Officers for the fiscal year ended December 31, 2012, for **THREE YEARS** in response to Proposal No. 4, the say-on-frequency proposal, as the frequency with which we seek an advisory say-on-pay vote the ratification of the auditors, and **AGAINST** Proposal No. 5, Proxy Access for Shareholders.

**No Cumulative Voting.** Holders of common stock shall not be entitled to cumulate their votes for the election of directors or any other matters.

**Abstentions.** Abstentions will be treated as present and entitled to vote for purposes of determining the presence of a quorum. Abstentions will not constitute a vote FOR or AGAINST any matter, and thus will be disregarded in the calculation of shares voting or votes cast on any matter submitted to the stockholders for a vote.

**Broker Non-Votes.** Broker non-votes, meaning shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote and as to which the broker has physically indicated on the proxy card that the broker or nominee does not have discretionary power to vote on a particular matter, will be counted as present and entitled to vote for purposes of determining the presence of a quorum. However, for purposes of determining the outcome of any matter as to which the broker has physically indicated on the proxy card that it does not have discretionary authority to vote, those shares will be treated as not present and not entitled to vote with respect to that matter, even though those shares are considered present for quorum purposes and may be entitled to vote on other matters. Your broker will not have the discretion to vote your shares at the Annual Meeting on the proposal related to the election of directors or matters requiring the affirmative vote of the holders of a majority or greater of our outstanding common stock present and entitled to vote at the Annual Meeting if you do not provide your broker with voting instructions.

**Quorum.** A majority of the shares of common stock outstanding on the record date, represented in person or by proxy, will constitute a quorum at the Annual Meeting. As of November 14, 2013 we had \_\_\_\_\_ shares of common stock outstanding. The number of shares required to be represented in person or by proxy at the Annual Meeting to constitute a quorum is \_\_\_\_\_.

**How can I revoke my proxy?** You may revoke your proxy at any time before it is voted at the meeting by taking one of the following three actions:

- (1) giving timely written notice of the revocation to our Secretary,
- (2) executing and delivering a proxy card with a later date, or
- (3) voting in person at the meeting.

**How would my proxy be voted on other matters?** The persons named on the proxy card will have discretionary authority to vote on business *other than* Proposal 1 (the election of directors), Proposal 2 (ratification of auditors), Proposal 3 (Proxy Access for shareholders), Proposal 4 (say-on-pay) and Proposal 5 (say-on-frequency), as may properly come before the Annual Meeting.

**Who will pay for the costs involved in the solicitation of proxies?** This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Reed's. Reed's will pay all costs of preparing, assembling, printing and distributing the proxy materials. Copies of proxy materials will be furnished to brokerage houses, nominees, fiduciaries and custodians to forward to beneficial owners of common stock held in their names. Our employees, officers and directors may, for no additional compensation, solicit proxies on behalf of the Board of Directors through the mail, in person and by telecommunications. Upon request, we will reimburse brokerage firms and other record holders for their reasonable expenses incurred for forwarding solicitation material to beneficial owners of stock.

**Do stockholders have any dissenters' right with regards to the matters proposed to be acted upon?** There are no rights of appraisal or other similar rights of dissenters under the laws of the State of Delaware with respect to any of the matters proposed to be acted upon herein.

#### **DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS**

We will only deliver one Proxy Statement to multiple stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. We will promptly deliver a separate copy of this Proxy Statement to a stockholder at a shared address to which a single copy of the document was delivered upon oral or written request:

Reed's, Inc.

Attention: Judy Holloway Reed, Secretary

13000 South Spring Street

Los Angeles, California 90061

Tel: (310) 217-9400

Fax: (310) 217-9411

Stockholders may also address future requests for separate delivery of Proxy Statements and/or annual reports by contacting us at the address listed above. Stockholders sharing an address with another stockholder who has received multiple copies of the Company's proxy materials may contact us to request delivery of a single copy of these materials.

#### **IMPORTANT**

**Please promptly vote and submit your proxy by signing, dating and returning the enclosed proxy card in the postage-prepaid return envelope so that your shares can be voted. This will not limit your rights to attend or vote at the 2013 Annual Meeting.**

**PROPOSAL 1**

**ELECTION OF CHRISTOPHER J. REED, JUDY HOLLOWAY REED, MARK HARRIS, DANIEL S.J. MUFFOLETTO AND MICHAEL FISCHMAN TO SERVE AS DIRECTORS UNTIL THE 2014 ANNUAL MEETING, OR UNTIL EACH DIRECTOR’S SUCCESSOR IS ELECTED AND QUALIFIED**

Our Bylaws provide that the number of directors on the Board of Directors shall be not less than one or more than seven. The Board of Directors is empowered to fix the number of directors from time to time and is currently set at five. Christopher J. Reed, Judy Holloway Reed, Mark Harris, Daniel S.J. Muffoletto and Michael Fischman are to be elected to our Board of Directors at the Annual Meeting. Proxies cannot be voted for a greater number of persons than the number of nominees named.

The Board of Directors has nominated and approved the nominations of five persons to serve as directors until the 2014 annual meeting, or until each director’s successor is elected and qualified. All of the nominees currently serve on our Board of Directors. Each of the nominees has agreed to continue to serve if elected. Management expects that each of the nominees will be available for election, but if any of them is not a candidate at the time the election occurs, it is intended that the proxies will be voted for the election of another nominee to be designated by the Board of Directors to fill any vacancy. Additionally, the Board of Directors may elect additional members of the Board to fill any additional vacancies.

The nominees are as follows:

<b>Name</b>	<b>Age</b>	<b>Current Position with the Company</b>
Christopher J. Reed	55	President, Chief Executive Officer and Chairman of the Board
Judy Holloway Reed	54	Secretary, Director
Mark Harris	58	Director
Daniel S.J. Muffoletto	59	Director
Michael Fischman	58	Director

**Business Experience of Nominees**

*Christopher J. Reed* founded our company in 1987. Mr. Reed has served as our Chairman, President and Chief Executive Officer since our incorporation in 1991. Mr. Reed previously served as our Chief Financial Officer and was re-appointed as Chief Financial Officer on April 17, 2008. Mr. Reed has been responsible for our design and products, including the original product recipes, the proprietary brewing process and the packaging and marketing strategies. Mr. Reed received a B.S. in Chemical Engineering in 1980 from Rennselaer Polytechnic Institute in Troy, New York.

**Judy Holloway Reed** has been with us since 1992 and, as we have grown, has run the accounting, purchasing and shipping and receiving departments at various times since the 1990s. Ms. Reed has been one of our directors since June 2004 and our Secretary since October 1996. In the 1980s, Ms. Reed managed media tracking for a Los Angeles Infomercial Media Buying Group and was an account manager with a Beverly Hills, California stock portfolio management company. She earned a Business Degree from MIU in 1981. Ms. Reed is the wife of Christopher J. Reed, our Chairman, President and Chief Executive Officer.

**Mark Harris** has been a member of our Board of Directors since April 2005. Mr. Harris is an independent venture capitalist and has been retired from the work force since 2002. In late 2003, Mr. Harris joined a group of Amgen colleagues in funding NeoStem, Inc., a company involved in stem-cell storage, archiving, and research to which he is a founding angel investor. From 1991 to 2002, Mr. Harris worked at biotech giant Amgen managing much of the company's media production for internal use and public relations. Mr. Harris spent the decade prior working in the aerospace industry at Northrop with similar responsibilities.

**Daniel S.J. Muffoletto, N.D.** has been a member of our Board of Directors from April 2005 to December 2006 and from January 2007 to the present. Dr. Muffoletto has practiced as a Naturopathic Physician since 1986. He has served as chief executive officer of It's Your Earth, a natural products marketing company, since June 2004. From 2003 to 2005, Dr. Muffoletto worked as Sales and Marketing Director for Worthington, Moore & Jacobs, a Commercial Law League member firm serving FedEx, UPS, DHL and Kodak, among others. From 2001 to 2003, he was the owner-operator of the David St. Michel Art Gallery in Montreal, Québec. From 1991 to 2001, Dr. Muffoletto was the owner/operator of a Naturopathic Apothecary, Herbal Alter\*Natives of Seattle, Washington and Ellicott City, Maryland. The apothecary housed Dr. Muffoletto's Naturopathic practice. Dr. Muffoletto received a Bachelors of Arts degree in Government and Communications from the University of Baltimore in 1977 and conducted postgraduate work in the schools of Public Administration and Publication Design at the University of Baltimore from 1978 to 1979. In 1986, he received his Doctorate of Naturopathic Medicine from the Santa Fe Academy of Healing, Santa Fe, New Mexico.

**Michael Fischman** has been a member of our Board of Directors since April 2005. Since 1998, Mr. Fischman has served as president and chief executive officer of the APEX course, the corporate training division of the International Association of Human Values. In addition, Mr. Fischman is a founding member and the director of training for USA at the Art of Living Foundation, a global non-profit educational and humanitarian organization, at which he has coordinated over 200 personal development instructors since 1997.



## **Director Independence**

The Board of Directors has determined that three members of our Board of Directors and nominees, Mr. Harris, Dr. Muffoletto and Mr. Fischman, do not have relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these nominees is an “independent director” as defined under Rule 4200(a)(15) of the NASDAQ Stock Market, Inc. Marketplace Rules. We intend to maintain at least three independent directors on our Board of Directors at all times in the future.

## **No Arrangements or Understandings**

There are no arrangements or understandings pursuant to which a nominee has been or will be elected as a director.

## **Family Relationships**

Other than the relationship of Christopher J. Reed and Judy Holloway Reed as husband and wife, none of our directors or executive officers is related to one another.

## **Legal Proceedings**

To the best of our knowledge, none of the nominees are parties to any material proceedings adverse to Reed’s, have any material interest adverse to Reed’s or have, during the past ten years, been involved in any of the following events or proceedings:

- A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any
1. partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing; £
  2. Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses); £  
Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of
  3. any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities: £

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- Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity; £
- i. Engaging in any type of business practice; or £
- iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws; £

Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity; £

Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated; £

Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated; £

Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of: £

- i. Any Federal or State securities or commodities law or regulation; or £
- Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or £
- iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or £

Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member. £

## **Vote Required**

In accordance with applicable law and our Bylaws, the election of directors shall be by the affirmative vote of the majority of the votes cast. For the purposes of election of directors, although abstentions will count toward the presence of a quorum, they will not be counted as votes cast and will have no effect on the result of the vote. Brokers who hold shares in street name may not vote on behalf of beneficial owners with respect to Proposal 1 if they do not receive voting instructions from the beneficial owners. Unless a stockholder indicates otherwise, each signed proxy will be voted **FOR** the election of these nominees.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF CHRISTOPHER J. REED, JUDY HOLLOWAY REED, MARK HARRIS, DANIEL S.J. MUFFOLETTO AND MICHAEL FISCHMAN TO SERVE AS A DIRECTOR**

## **PROPOSAL 2**

### **RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Board's Audit Committee has appointed Weinberg & Company, P.A. ("Weinberg") as the Company's independent registered public accountants. The Board of Directors requests that stockholders ratify its selection of Weinberg as our independent registered public accountants for the 2013 fiscal year. If the stockholders do not ratify the selection of Weinberg, the Board of Directors will select another firm of accountants. Representatives of Weinberg will not be present at the 2013 Annual Meeting although they were afforded the opportunity to attend and make a statement.

Weinberg has been our independent registered public accounting firm for a number of fiscal years.

### **Audit Fees and Related Fees**

The aggregate fees billed for each of the last two fiscal years for professional services rendered by Weinberg for the audit of annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years were:

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The following table shows the fees paid or accrued by us for the audit and other services provided by Weinberg for the years ended December 31, 2012 and 2011.

	2012	2011
Audit Fees	\$57,000	\$66,000
Audit-Related Fees	0	0
Tax Fees	5,000	0
All Other Fees	0	0
Total	\$62,000	\$66,000

As defined by the SEC, (i) “audit fees” are fees for professional services rendered by our principal accountant for the audit of our annual financial statements and review of financial statements included in our Form 10-K, or for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years; (ii) “audit-related fees” are fees for assurance and related services by our principal accountant that are reasonably related to the performance of the audit or review of our financial statements and are not reported under “audit fees;” (iii) “tax fees” are fees for professional services rendered by our principal accountant for tax compliance, tax advice, and tax planning; and (iv) “all other fees” are fees for products and services provided by our principal accountant, other than the services reported under “audit fees,” “audit-related fees,” and “tax fees.”

Our Audit Committee’s pre-approval policies and procedures, pursuant to paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X, require the audit committee to pre-approve all accounting related activities prior to the performance of any services by any accountant or auditor. In the year ended December 31, 2012, 100% of audit fees were pre-approved by the audit committee.

The percentage of hours expended on the principal accountant’s engagement to audit our financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant’s full time, permanent employees was 0%.

## **Vote Required**

Ratification of the independent auditor requires the affirmative vote of a majority of the votes cast. For purposes of the vote on Proposal 2, abstentions and broker non-votes will not be counted as votes cast and thus will have no effect on the result of the vote although they will count towards the presence of a quorum for Proposal 2. Unless a stockholder indicates otherwise, each signed proxy will be voted **FOR** the ratification of the selection of Weinberg as the Company's independent registered public accountants.

## **THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE SELECTION OF WEINBERG & COMPANY, P.A. AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE 2013 FISCAL YEAR**

## **PROPOSAL 3**

### **ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Wall Street Reform and Consumer Protection Act added Section 14A to the Securities Exchange Act of 1934. As required pursuant to Section 14A of the Exchange Act, Proposal 3 is a non-binding, advisory proposal on the compensation that we paid to our Named Executive Officers for the fiscal year ended December 31, 2012. The Board of Directors is providing stockholders with the opportunity to cast an advisory vote on the compensation of our Named Executive Officers. This proposal, commonly known as a "say-on-pay" proposal, gives you, as a stockholder, the opportunity to endorse or not endorse our fiscal 2012 executive compensation programs and policies and the compensation paid to our Named Executive Officers for the fiscal year ended December 31, 2012.

We believe in the power of open disclosure and know the only way to build and strengthen our reputation and our Company is through honesty and trust. In connection with that belief and as required by SEC rules, we are asking our stockholders to approve, on an advisory basis, the compensation that we paid to our Named Executive Officers for the fiscal year ended December 31, 2012.

As discussed in under the heading "Compensation Overview" in this Proxy Statement, the Compensation Committee's compensation objectives are to: attract and retain highly qualified individuals with a demonstrated record of achievement; reward past performance; provide incentives for future performance; and align the interests of the Named Executive Officers with the interests of our stockholders. The Board is asking stockholders to support this proposal based on the disclosure set forth in these sections of this Proxy Statement, which, among other things,

demonstrates:

our commitment to ensuring executive compensation is aligned with our corporate strategies and business objectives and competitive with those of other companies in our industry;  
the design of our compensation programs is intended to reward our Named Executive Officers for the achievement of key strategic and financial performance measures by linking short- and long-term cash and equity incentives to the achievement of measurable corporate and individual performance goals; and  
our strong emphasis on the alignment of the incentives of our Named Executive Officers with the creation of increased stockholder value.

The Board is asking stockholders to cast a non-binding, advisory vote “FOR” the compensation paid to our Named Executive Officers for the fiscal year ended December 31, 2012 as disclosed pursuant to the compensation disclosure rules of the SEC, including the compensation tables and accompanying narrative disclosure under the heading “Executive Compensation” included in this Proxy Statement. Accordingly, we are asking our stockholders to approve the following advisory resolution at our 2013 Annual Meeting:

“RESOLVED, that the Company’s stockholders, hereby approve, on an advisory basis, the compensation paid to the Company’s named executive officers as disclosed pursuant to Item 402 of Regulation S-K, including the compensation tables and accompanying narrative disclosure under the heading “Executive Compensation” contained in the Company’s 2013 Proxy Statement for the 2013 Annual Meeting of Stockholders, for the fiscal year ended December 31, 2012.”

Although the say-on-pay vote we are asking you to cast is non-binding, the Board and the Compensation Committee value the views of our stockholders and will consider the outcome of the vote when determining future compensation arrangements for our Named Executive Officers.

**The Board of Directors recommends that stockholders vote FOR the compensation paid to our Named Executive Officers.**

## **PROPOSAL 4**

### **ADVISORY VOTE ON FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES**

In Proposal 3, we are asking stockholders to cast an advisory say-on-pay vote to approve the compensation that we paid in the fiscal year ended December 31, 2012 to our Named Executive Officers, as disclosed in this Proxy Statement. In accordance with Section 14A of the Exchange Act, the Board is asking stockholders in this Proposal 4 to cast a non-binding, advisory vote on how frequently we should have say-on-pay votes. Stockholders will be able to mark the enclosed proxy card or voting instruction form on whether to hold say-on-pay votes every one, two or three years or, alternatively, to abstain from casting such an advisory vote and, therefore, stockholders will not be voting to approve or disapprove the recommendation of the Board of Directors.

After consideration of the frequency alternatives, the Board believes it is in the best interests of our stockholders to recommend that an advisory vote on compensation for our Named Executive Officers be conducted every three years. In making its determination to recommend that our stockholders vote for a frequency of every three years, the Board determined that such advisory vote on executive compensation will provide our stockholders with sufficient time to evaluate the effectiveness of our executive compensation philosophy, policies, and practices in the context of long-term business results for the corresponding period, while avoiding over-emphasis on short-term variations in compensation and business results; and that an advisory vote every three years will also permit our stockholders to observe and evaluate the impact of any changes in our executive compensation policies and practices which have occurred since the last advisory vote on executive compensation, including changes made in response to the outcome of a prior advisory vote on executive compensation. This vote, like the say-on-pay vote itself, is not binding on us, our Board of Directors or our Compensation Committee. However, if a plurality of votes is cast in favor of an interval other than three years, the Board and the Compensation Committee intends to evaluate the frequency with which an advisory say-on-pay vote will be submitted to stockholders in the future.

**The Board of Directors recommends that stockholders vote for the option of THREE YEARS as the preferred frequency for the advisory vote on the compensation of our Named Executive Officers.**

## **PROPOSAL 5**

### **SHAREHOLDER PROPOSAL ENTITLED “PROXY ACCESS FOR SHAREHOLDERS”**

On August 16, 2013, the Company received by electronic mail a letter dated August 5, 2013 containing the following proposal from Mr. James McRitchie, 9295 Yorkship Court, Elk Grove, CA 95758, beneficial owner of 3,308 shares of the Company's common stock. In accordance with SEC rules, we are reprinting the proposal and supporting statement in this proxy statement as they were submitted to us. Mr. McRitchie appointed John Chevedden as his designee by proxy to act on this proposal on his behalf. Mr. Chevedden has not represented that he owns any shares of Reed's Inc. stock, either directly or beneficially.

**The Board of Directors of Reed's Inc. does not support the adoption of the resolution proposed below and asks shareholders to consider management's response, which follows the shareholder proposal.**

#### Shareholder Proposal

#### Proxy Access for Shareholders

WHEREAS, Reeds, Inc. (REED) has a great product line but sustained profitability continues to be elusive even as revenue grows.

Two out of five of our directors hold no stock in Reeds. Directors in our company should have considerable skin in the game. If nothing concentrates the mind like the prospect of being hanged in the morning, surely the prospect of financial ruin is a close second.

Financially committed board members with the right experience could provide the necessary leadership to move forward, benefiting our company, its shareowners and employees, as well as the consumers of our company's products,

RESOLVED, Shareowners ask our board, to the fullest extent permitted by law, to amend our governing documents to allow shareowners to make board nominations as follows:

1. The Company proxy statement, form of proxy, and voting instruction forms shall include, listed with the boards nominees, alphabetically by last name, nominees of:

a. Any party of one or more that has collectively held, continuously for two years, at least one percent but less than five percent of the Company's securities eligible to vote for the election of directors, and/or





b. Any party of shareowners of whom 25 or more have each held continuously for one year a number of shares of the Company's stock that, at some point within the preceding 60 days, was worth at least \$2,000 and collectively at least one percent but less than five percent of the Company's securities eligible to vote for the election of directors.

2. For any board election, no shareowner may be a member of more than one such nominating party. Board members and officers of the Company may not be members of any such nominating party of shareowners,

3. Parties nominating under 1(a) may collectively, and parties nominating under 1(b) may collectively, make nominations numbering up to 24% of the company's board of directors. If either group should exceed its 24% limit, opportunities to nominate shall be distributed among parties in that group as evenly as possible,

4. If necessary, preference among 1 (a) nominators will be shown to those holding the greatest number of the Company's shares for at least two years, and preference among 1(b) nominators will be shown to those with the greatest number who have each held continuously for one year a number of shares of the Company's stock that, at some point within the preceding 60 days, was worth at least \$2,000.

5. Nominees may include in the proxy statement a 500 word supporting statement.

6. Each proxy statement or special meeting notice to elect board members shall include instructions for nominating under these provisions, fully explaining all legal required for nominators and nominees under federal law, state law and the company's governing documents.

Vote to protect and enhance shareholder value:

### ***Board Recommendation***

**Our Board of Directors unanimously recommends a vote "AGAINST" this proposal**

The board of directors recommends a vote against the proposal because we believe that it is not in the best interests of our shareholders. Individuals and institutions have invested in our stock because they are excited about the

performance of the Company in the context of our business plans. This proposal serves to allow special interest groups to easily nominate board candidates that potentially could have a different agenda for the Company's direction. We believe that this could be disruptive to the Company's performance and success.

Under this proposal, a special interest group could elect a board member who has no holdings of Reed's stock at all. A nominee would not be screened by our Nominating Committee or otherwise pre-qualified under NYSE MKT rules. A nominee may have no background in our industry and might have no experience with how boards function and how board members develop consensus. Effectively, the proposal negates the duties and importance of our Nominating Committee in considering board candidates.

The proposal contains carefully crafted phraseology designed to create loopholes. For example, they describe shareholders as "shareowners", a non-specific term, and ownership as "holdings", another non-specific term. The ambiguity serves a purpose. A "shareowner" may ultimately be defined to include designees