



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))

**Reed's, Inc.**

**ITEM 7.01 – REGULATION FD DISCLOSURE**

On February 8, 2013, Reed's Inc., a Delaware corporation (the "Company") issued a press release announcing that it will exercise its mandatory conversion right relating to all the outstanding shares of its Series B Convertible Preferred Stock, with a mandatory conversion date of February 15, 2013. The February 8, 2013 press release is furnished herewith as Exhibit 99.1 to this Form 8-K.

**ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

As described in Item 7.01 of this Report, the following exhibit is furnished as part of this Current Report on Form 8-K:

**Exhibit No. Description**

99.1 Press Release dated February 8, 2013

The information in this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**SIGNATURE**

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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

By: /s/ James Linesch

Dated: February 8, 2013      James Linesch, CFO