

JONES SODA CO  
Form 4  
April 03, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brown Mills A

(Last) (First) (Middle)

C/O JONES SODA CO., 1000 1ST AVENUE S, SUITE 100

(Street)

SEATTLE, WA 98134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
JONES SODA CO [JSDA]

3. Date of Earliest Transaction (Month/Day/Year)  
04/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 04/01/2014                           |  | M                              |   | 50,000<br>(1)   | A  | \$ 0.34   |
| Common Stock                    |                                      |  |                                |   | 21,000  | I  |   |
| Common Stock                    |                                      |  |                                |   | 230,000   | I  |   |

By Wahweep Investment Company, LLC

BY LLC

By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |                           |                 |              |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|---------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable          | Expiration Date | Title        | Amount or Number of |
| Stock Option (Right to Buy)                | \$ 0.34  | 04/01/2014                           |  | M                              |   | 50,000   |   | 08/29/2013                | 08/29/2022      | Common Stock | 50,000              |
| Stock Option (Right to Buy)                | \$ 0.44  | 04/01/2014                           |  | A                              |   | 50,000   |   | 04/01/2015 <sup>(3)</sup> | 04/01/2024      | Common Stock | 50,000              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Brown Mills A<br>C/O JONES SODA CO.<br>1000 1ST AVENUE S, SUITE 100<br>SEATTLE, WA 98134 |               | X         |         |       |

## Signatures

/s/ Carrie L. Traner,  
Attorney-in-Fact

04/03/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares acquired upon exercise of stock option and subsequently contributed to wholly-owned LLC, with no change in pecuniary interest.
- (2) Includes 30,187 shares previously directly owned, transferred to wholly-owned LLC, with no change in pecuniary interest.
- (3) This option is fully vested and exercisable one year after the date of grant.

## Edgar Filing: JONES SODA CO - Form 4

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