

NATIONAL BEVERAGE CORP  
Form 8-K  
August 15, 2008  
**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): August 15, 2008

National Beverage Corp.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-14170                      59-2605822  
(Commission File Number) (IRS Employer Identification No.)

One North University Drive

Fort Lauderdale, Florida                      33324  
(Address of Principal Executive Offices) (Zip Code)

(954) 581-0922  
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

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))



**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On August 12, 2008, National Beverage Corp. (the "Company") received notice from the staff of the Nasdaq Stock Market ("Nasdaq") indicating that, due to the death of S. Lee Kling, the staff had determined that the Company no longer complied with Nasdaq's audit committee requirement, as set forth in Marketplace Rule 4350 by having only two members on the Company's audit committee. Nasdaq provided the Company with a cure period until January 22, 2009. The Company expects to appoint a qualified independent director to serve on the board and its audit committee prior to January 22, 2009.

(c) Exhibits. The following exhibit is furnished with this report.

99.1 Press Release of National Beverage Corp. dated August 15, 2008.

**SIGNATURES**

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 hereunto duly authorized.

National Beverage Corp.

(Registrant)

Date: August 15, 2008 /s/ George R. Bracken  
George R. Bracken  
Senior Vice President - Finance