NATIONAL BEVERAGE CORP

Form 4

February 10, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations

(Middle)

may continue. See Instruction 1(b).

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 *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HATHORN SAMUEL C

Symbol

(Month/Day/Year)

02/08/2016

NATIONAL BEVERAGE CORP

(Check all applicable)

[FIZZ]

(Last) (First) 3. Date of Earliest Transaction

(Instr. 3, 4 and 5)

(A)

or

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

8100 SW 10TH STREET, SUITE

(Street)

4000

Security

(Instr. 3)

4. If Amendment, Date Original

Code

(Instr. 8)

Code V

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

PLANTATION, FL 33324

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired

5. Amount of Transaction(A) or Disposed of (D) Securities Beneficially

6. Ownership (D) or

Indirect (I)

(Instr. 4)

D

7. Nature of Indirect Form: Direct Beneficial Ownership

(Instr. 4)

(9-02)

Following Reported

Owned

Transaction(s) (Instr. 3 and 4)

COMMON STOCK

02/08/2016

Amount (D) X 18,000 A

\$ 1.22 79,188

Price

(1)

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

Execution Date, if

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Special Stock Option	\$ 1.22 (1)	02/08/2016		X	18,000	<u>(1)</u>	02/12/2016	COMMON STOCK	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HATHORN SAMUEL C 8100 SW 10TH STREET SUITE 4000 PLANTATION, FL 33324	X					

Signatures

/s/ Samuel C.
Hathorn, Jr. 02/10/2016

**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).

Options granted under the Company's Special Stock Option Plan vest over an eight-year period in relatively equal amounts at approximately 16 month intervals. The exercise price can be reduced and the vesting schedule can be accelerated by the optionee

purchasing and maintaining ownership of shares of common stock and/or the Company achieving performance objectives as determined by the Board of Directors. Mr. Samuel C Hathorn, Jr.'s option was granted on February 13, 2006, became fully vested on October 13, 2013, and was set to expire on February 12, 2016. Reference is made to Exhibit 10.6 of the Company's Form 10-K for the year ended May 2, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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