

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

New Age Beverages Corp

Form: SC 13D/A

Date Filed: 2018-02-01

Corporate Issuer CIK: 1579823

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D/A

(Amendment No. 8)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

NEW AGE BEVERAGES CORPORATION

(Name of Issuer)

Common Stock, Par Value \$0.001

(Title of Class of Securities)

64157V108

(CUSIP Number)

Kevin Fickle

1415 Oakland Blvd, Suite 219

Walnut Creek, CA 94596

(925) 705-7985

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 31, 2018

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Nuwa Group, LLC ⁽¹⁾**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP***(a) ☒ [X](b) ☐ []**3 SEC USE ONLY****4 SOURCE OF FUNDS***WC**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐ []****6 CITIZENSHIP OR PLACE OF ORGANIZATION**California**7 SOLE VOTING POWER**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**8 SHARED VOTING POWER**2,128,972**9 SOLE DISPOSITIVE POWER****10 SHARED DISPOSITIVE POWER**2,128,972**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**2,128,972**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☒ [X]****13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**5.8%**14 TYPE OF REPORTING PERSON***OO

(1) Kevin Fickle and Capital Group Consultants, LLC are the managers of Nuwa Group, LLC. Devin Bosch is the owner of Capital Group Consultants, LLC.

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kevin Fickle⁽¹⁾**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP***(a) ☒ [X](b) ☐ []**3 SEC USE ONLY****4 SOURCE OF FUNDS***AF**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐ []****6 CITIZENSHIP OR PLACE OF ORGANIZATION**United States of America**7 SOLE VOTING POWER**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH0**8 SHARED VOTING POWER**2,128,972**9 SOLE DISPOSITIVE POWER**0**10 SHARED DISPOSITIVE POWER**2,128,972**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**2,128,972**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☒ [X]****13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**5.8%**14 TYPE OF REPORTING PERSON***PN

⁽¹⁾ Kevin Fickle and Capital Group Consultants, LLC are the managers of Nuwa Group, LLC. Devin Bosch is the owner of Capital Group Consultants, LLC.

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Devin Bosch⁽¹⁾**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP***(a) ☒(b) ☐**3 SEC USE ONLY****4 SOURCE OF FUNDS**AF**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐****6 CITIZENSHIP OR PLACE OF ORGANIZATION**United States of America**7 SOLE VOTING POWER**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH74,733**8 SHARED VOTING POWER**2,128,972**9 SOLE DISPOSITIVE POWER**74,733**10 SHARED DISPOSITIVE POWER**2,128,972**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**2,203,705⁽²⁾**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☒****13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**6.0%**14 TYPE OF REPORTING PERSON***PN

(1) Kevin Fickle and Capital Group Consultants, LLC are the managers of Nuwa Group, LLC. Devin Bosch is the owner of Capital Group Consultants, LLC.

(2) Includes 2,128,972 shares of common stock held by Nuwa Group, LLC, and 74,733 shares of common stock held by Devin Bosch.

Item 1. Security and Issuer.

This Statement of Beneficial Ownership on Schedule 13D (this "Statement") relates to shares of New Age Beverages Corporation, (the "Issuer"). The address of the Issuer's principal executive office is 1700 E. 68th Avenue, Denver, CO 80229.

Item 2. Identity and Background.

(a) This statement is being filed on behalf of Nuwa Group, LLC, a California Limited Liability Company and its Managing Members Kevin Fickle and Capital Group Consultants, LLC, which is owned by Devin Bosch (each of the foregoing, a "Reporting Person" and collectively, "Reporting Persons"). The agreement among the Reporting Persons to file this Statement jointly in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") was filed as Exhibit 1 to the original 13D filing.

(b) The address of the Reporting Persons is 1415 Oakland Blvd, Suite 219, Walnut Creek, CA 94596.

(c) The principal business of Nuwa Group, LLC is that of making investments. Kevin Fickle and Capital Group Consultants, LLC, which is owned by Devin Bosch, are the Managing Members of Nuwa Group, LLC.

(d) During the last five years, the Reporting Persons have not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons have been a party to a civil proceeding or a judicial or administrative body of competent jurisdiction and as result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Nuwa Group, LLC is organized under the laws of California. Kevin Fickle and Devin Bosch are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the shares of common stock being reported for Nuwa Group, LLC was approximately \$420,555 in cash and services for 757,000 of the shares of common stock owned by Nuwa Group, LLC, \$383,422.34 for 1,353,872 of the common shares owned by Nuwa Group, LLC, which were converted from 169,234 Series B Preferred Shares, and \$40,538.57 for 18,100 shares purchased in the open market. All cash paid was paid out of working capital of Nuwa Group, LLC, except for the shares held personally by Devin Bosch.

Item 4. Purpose of Transaction.

(a) The Common Stock has been acquired by the Reporting Persons pursuant to a Funding Agreement for investment purposes and was not acquired with the intent to change or influence control of the Issuer or to participate in any transaction having that purpose or effect. The Reporting Person reserves the right to change their plan and intentions at any time as they deem appropriate.

(b) – (j) None.

Item 5. Interest in Securities of the Issuer.

(a) Nuwa Group, LLC beneficially owns 2,128,972 common shares, which equates to 5.8% of the outstanding shares of the Issuer. Devin Bosch personally owns 74,733 shares of common stock.

(b) Each of the Reporting Persons may be deemed to share voting power and dispositive power with respect to the shares of common stock held by Nuwa Group, LLC. Devin Bosch has sole dispositive power with respect to the 74,733 shares held in his personal name.

(c) None.

(d) No person (other than the Reporting Persons) has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, the Common Stock owned by the Reporting Persons.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The responses set forth in Item 4 hereof are incorporated by reference in their entirety.

Joint Filing Agreement

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons entered into an agreement on April 18, 2014, with respect to the joint filing of this Statement and any amendment or amendments hereto (the "Joint Filing Agreement"). The Joint Filing Agreement was attached as Exhibit 1 to the Original Form 13D and is incorporated herein by reference.

Except as referenced above or as described in Item 4 hereof, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to any securities of New Age Beverages Corporation

Item 7. Material to be Filed as Exhibits.

Exhibit 1 [*Joint Filing Agreement as of April 18, 2014, by and among Nuwa Group, LLC, Kevin Fickle and Devin Bosch.](#)

Exhibit 2 [*Funding Agreement between American Brewing Company, Inc. and Nuwa Group, LLC.](#)

* Previously filed with Original Schedule 13D

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2018

Nuwa Group, LLC

/s/ Kevin Fickle

Name: Kevin Fickle

Title: Managing Member

/s/ Devin Bosch

Name: Devin Bosch

Title: Owner of Capital Group Consultants,
LLC, Managing Member of Nuwa Group,
LLC

KEVIN FICKLE

/s/ Kevin Fickle

Name: Kevin Fickle

DEVIN BOSCH

/s/ Devin Bosch

Name: Devin Bosch

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).
