

# **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

**New Age Beverages Corp**

**Form: 4**

**Date Filed: 2018-10-25**

**Corporate Issuer CIK: 1579823**

## FORM 4

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

OMB APPROVAL

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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 or Section 30(h) of the  
Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Willis Brent D		2. Issuer Name and Ticker or Trading Symbol New Age Beverages Corp [NBEV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer						
(Last) (First) (Middle) C/O NEW AGE BEVERAGES CORPORATION, 1700 E. 68TH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 10/23/2018								
(Street) DENVER, CO 80229		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person						
(City) (State) (Zip)		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)			
Common Stock	10/23/2018		A		1,773,000	A	(1)	1,982,367 (2)	D	

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Preferred Stock	(1)	10/23/2018		M			1,773	(1)	(1)	Common Stock	1,773,000	(1)	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Willis Brent D C/O NEW AGE BEVERAGES CORPORATION 1700 E. 68TH AVENUE DENVER, CO 80229	X		Chief Executive Officer	

## Signatures

/s/ Brent Willis	10/25/2018
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).

On September 20, 2018, the Reporting Party entered into an Exchange Agreement with the Issuer (the "Exchange Agreement"), pursuant to which, the Reporting Person exchanged 1,773,000 shares of the Issuer's common stock for 1,733 shares of the Issuer's newly issued Series C Convertible Preferred Stock. Each share of Series C Convertible Preferred Stock. Each share of Series C Preferred Stock converts into 1,000 shares of the Issuer's common stock, upon the date on which an amendment to the Issuer's Articles of Incorporation as amended, is filed with the Secretary of

(1) State of the State of Washington to increase the authorized shares of the Issuer's common stock from 50,000,000 to 100,000,000 shares. The share exchange contemplated in the Exchange Agreement, and the derivative securities issued thereunder as disclosed herein, is an exempt Rule 16b-3 transaction. On October 23, 2018, the Articles of Incorporation were amended to increase the authorized shares of the Issuer's common stock to 100,000,000, and in accord with the terms of the Exchange Agreement, the 1,773 shares of Series C Convertible Preferred Stock held by the Reporting Person converted into 1,773,000 shares of the Issuer's common stock.

(2) Includes 78,000 shares held by the Corinne Willis Trust Corinne Willis, for which the wife of the Reporting Person, is the trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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