

## **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

# **New Age Beverages Corp**

Form: 4

Date Filed: 2018-10-25

Corporate Issuer CIK: 1579823

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### FORM 4

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

OMB APPROVAL					
OMB Number:	3235-0287				
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per response..

0.5

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#### 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

	lesponses)															
<ol> <li>Name and A Willis Brent</li> </ol>	•	orting Person-					Ticker or Ti ges Corp					Relationship of     X Director		Person(s) to Is ck all applicable	)	
C/O NEW A		(First) AGES E. 68TH AVEN		3. Date of 10/23/20		est Tra	ansaction (N	onth/Day	r/Year)			X Officer (give title			(specify below)	
DENNVER,	CO 80229	(Street)		4. If Amen	ıdmer	nt, Dai	te Original F	iled <sub>(Month/I</sub>	Day/Year)			6. Individual or Jo _X_ Form filed by One Form filed by More	Reporting Pers	son	able Line)	
(City)		(State)	(Zip)				Table I -	Non-Der	ivative Sec	urities	Acqui	red, Disposed o	f, or Benef	ficially Owned		
1.Title of Secur (Instr. 3)	rity		2. Transaction Date (Month/Day/Yea	2A. Dee Executi ar) any (Month	ion D	ate, if	(Instr. 8)	or	Securities Disposed onstr. 3, 4 and	of (D)	` ,	5. Amount of Sec Owned Following (Instr. 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership
							Code		Amount	(D)	Price				(Instr. 4)	
Common St	ock		10/23/2018				Α	1,	773,000	A	<u>(1)</u>	1,982,367 (2)			D	
Reminder: Rep	ort on a separ	ate line for each cla	ss of securities ber	neficially o	wned	direc	tly or indirec	•								
Reminder: Rep	ort on a separ	ate line for each cla		I - Derivat	tive S	ecuri	ties Acquire	Persons form are OMB co	not requirentrol numb	ed to re er. Benefic	espon cially (	lection of inforn d unless the for Owned				1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction	<b>Table I</b> 3A. Deemed Execution Date, if	I - Derivat (e.g., pu 4. Transactio	tive S uts, c	ecuri alls, v 5. Nur Deriva Secur Acquii	ties Acquire warrants, op mber of 6. ative a	Persons form are OMB co ed, Dispo ptions, c	not requirentrol numbers of of, or convertible ercisable tion Date	Benefic	cially (ies) e and A	Owned  Amount of securities	n displays  8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature
Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table I 3A. Deemed Execution Date, if any	I - Derivat (e.g., pu 4. Transactio	uts, c	ecuri alls, 1 5. Nur Deriva Secur Acqui Dispos	ties Acquire warrants, op mber of attive dities red (A) or sed of (D) 3, 4, and	Persons form are OMB co ed, Dispo ptions, c . Date Ex nd Expira	not require not require not require not require not require not require not represented to the received the r	Benefic securit 7. Title Under (Instr.	cially (ies) e and A	Owned  Amount of securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership

#### Reporting Owners

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

### **Signatures**

/s/ Brent Willis	10/25/2018
-Signature of Reporting Person	Date

#### **Explanation of Responses:**

- $^{\star}$  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 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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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

	OMB APPROVAL						
Ì	OMB Number:	3235-028					
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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 0.5 per response.

obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the See Instruction 1(b). Investment Company Act of 1940 (Print or Type Responses)

<ol> <li>Name and A Willis Brent</li> </ol>		orting Person <sup>*</sup>		Issuer Name and Ticker or Trading Symbol     New Age Beverages Corp [NBEV]							Relationship o     X Director		k all applicable	·)			
C/O NEW A		(First) AGES E. 68TH AVEN		Date of Earliest Transaction (Month/Day/Year)     10/23/2018									X_ Director10% Owner				
DENIN (ED	00 0000	(Street)		4. If Amendment, Date Original FiledMonth/Day/Year)							Individual or Joint/Group Filing(Check Applicable Line)     _X_ Form filed by One Reporting Person     Form filed by More than One Reporting Person						
DENNVER,	CO 80229	(State)	(Zip)				Table I	- Nor	n-Deri	ivative Sec	urities	Acqui	ired, Disposed o	of, or Benef	icially Owned		
1.Title of Secur (Instr. 3)	rity		2. Transaction Date (Month/Day/Ye	2A. De Execut ar) any (Month	ion D	ate, if	3. Transa Code (Instr. 8)	ction	4. or (In	Securities Disposed of 18tr. 3, 4 and	Acquire of (D) od 5)	d (A)	5. Amount of Se Owned Following (Instr. 3 and 4)	curities Ben	eficially		Beneficial Ownership
Common St	ock		10/23/2018				А		1,	773,000	Α	<u>(1)</u>	1,982,367 (2)			D	
Reminder: Rep	oort on a separ	ate line for each cla		II - Derivat	tive S	Secur	ities Acqui	Per form OM	n are B cor Dispo	not requirentrol numb	ed to re er. Benefie	espon	llection of inforr d unless the for Owned				1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Execution Date, if	4. Transaction	on i	5. Nui Deriva Secur Acqui Dispo	mber of ative	6. Da and E (Mon	te Expira	ercisable tion Date ty/Year)  Expiration Date	7. Title Under (Instr.	e and A	Securities	Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial
Series C Preferred	<u>(1)</u>	10/23/2018		М		. /	1,773		<u>(1)</u>	<u>(1)</u>	Com	nmon	1,773,000	<u>(1)</u>	0	D	

#### **Reporting Owners**

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

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Stock

/s/ Brent Willis	10/25/2018
-Signature of Reporting Person	Date

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