

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

New Age Beverages Corp

Form: 3

Date Filed: 2019-02-06

Corporate Issuer CIK: 1579823

INITIAL STATEMENT OF 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 Smith Randall Ned <small>(Last) (First) (Middle)</small> C/O NEW AGE BEVERAGES CORPORATION, 1700 E. 68TH AVENUE <small>(Street)</small> DENVER, CO 80229 <small>(City) (State) (Zip)</small>		2. Date of Event Requiring Statement (Month/Day/Year) 01/27/2019	3. Issuer Name and Ticker or Trading Symbol New Age Beverages Corp [NBEV]	
		4. 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) President of Morinda Holdings		5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy) (1)	(2)	12/31/2028	Common Stock	43,467	\$ 4.63	D	
Performance Share Units	(3)	03/15/2020	Common Stock	54,000	\$ (3)	D	
Restricted Share Units	(4)	03/15/2020	Common Stock	108,000	\$ (4)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Randall Ned C/O NEW AGE BEVERAGES CORPORATION 1700 E. 68TH AVENUE DENVER, CO 80229			President of Morinda Holdings	

Signatures

/s/ Randy Smith 02/06/2019
Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Represents an option (the "Option") to purchase 43,467 shares of common stock, par value \$0.001 per share, of New Age Beverages Corporation (the "Company") at a strike price of \$4.63 per share. The Option was granted pursuant to the Company's 2016-2017 Long-Term Incentive Plan and expires on December 31, 2028.
- (2) The Option shall vest in one-third (1/3) increments on December 31, 2019, December 31, 2020 and December 31, 2021.
On January 2, 2019, the Reporting Person was granted 54,000 performance share units (the "Performance Units"). The Performance Units were granted pursuant to the Company's 2016-2017 Long-Term Incentive Plan and will vest on December 31, 2019, subject to the achievement of certain milestones. Assuming the milestones are met, the Company will pay one hundred percent (100%) of the Performance Units, either in cash or common stock of the Company, to the Reporting Person on March 15, 2020.
- (3) Term Incentive Plan and will vest on December 31, 2019, subject to the achievement of certain milestones. Assuming the milestones are met, the Company will pay one hundred percent (100%) of the Performance Units, either in cash or common stock of the Company, to the Reporting Person on March 15, 2020.
- (4) Incentive Plan. Provided that the Reporting Person remains in continuous service of the Company through December 31, 2019, the Company will pay one hundred percent (100%) of the Restricted Units, either in cash or common stock of the Company, to the Reporting Person on March 15, 2020.

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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Performance Share Units	(3)	03/15/2020	Common Stock	54,000	\$ (3)	D	
Restricted Share Units	(4)	03/15/2020	Common Stock	108,000	\$ (4)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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- (2) The Option shall vest in one-third (1/3) increments on December 31, 2019, December 31, 2020 and December 31, 2021.
On January 2, 2019, the Reporting Person was granted 54,000 performance share units (the "Performance Units"). The Performance Units were granted pursuant to the Company's 2016-2017 Long-Term Incentive Plan and will vest on December 31, 2019, subject to the achievement of certain milestones. Assuming the milestones are met, the Company will pay one hundred percent (100%) of the Performance Units, either in cash or common stock of the Company, to the Reporting Person on March 15, 2020.
- (3) On January 2, 2019, the Reporting Person was granted 108,000 restricted share units (the "Restricted Units"). The Restricted Units were granted pursuant to the Company's 2016-2017 Long-Term Incentive Plan. Provided that the Reporting Person remains in continuous service of the Company through December 31, 2019, the Company will pay one hundred percent (100%) of the Restricted Units, either in cash or common stock of the Company, to the Reporting Person on March 15, 2020.

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