

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 15, 2022

**Jones Soda Co.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Washington**

*(State or Other Jurisdiction of Incorporation)*

**0-28820**

*(Commission File Number)*

**52-2336602**

*(IRS Employer Identification No.)*

**66 South Hanford Street, Suite 150, Seattle, Washington**

*(Address of Principal Executive Offices)*

**98134**

*(Zip Code)*

**(206) 624-3357**

*(Registrant's Telephone Number, Including Area Code)*

**Not Applicable**

*(Former Name or Former Address, if Changed Since Last Report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements with Certain Officers**

Effective as of February 15, 2022, the Board of Directors (the “**Board**”) of Jones Soda Co. (the “**Company**”) approved (a) a cash bonus in the amount of \$100,000 payable to Mark Murray, the Company’s Chief Executive Officer and President, and (b) a cash bonus in the amount of \$33,000 payable to Eric Chastain, the Company’s Chief Operating Officer.

In addition, in connection with the previously disclosed appointment of Jamie Colbourne as the Company’s Interim Chief Financial Officer and Principal Financial Officer, the Company has entered into a consulting arrangement with Mr. Colbourne and has agreed to pay Mr. Colbourne a consulting fee of \$12,500 per month. The consulting arrangement expires on March 31, 2022, unless extended by mutual agreement.

**Item 8.01. Other Events**

On February 18, 2022, the Company issued a press release announcing that the Company received final listing approval from Canadian Securities Exchange (the “CSE”) and the shares of common stock of the Company will begin trading on the CSE under the ticker symbol “JSDA” on February 18, 2022.

The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit No.      Description**

99.1	<a href="#">Press Release, dated February 18, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**JONES SODA CO.**

February 18, 2022

By: /s/ Mark Murray

Mark Murray

Chief Executive Officer and President

**JONES SODA BEGINS TRADING ON THE CANADIAN SECURITIES EXCHANGE UNDER THE TICKER “JSDA”**

Seattle, WA – February 18, 2022 – Jones Soda Co. (“**Jones**” or the “**Company**”) is pleased to announce, further to its press release dated February 15, 2022, that it has received final listing approval from Canadian Securities Exchange (the “**CSE**”) and the shares of common stock of the Company will begin trading on the CSE under the ticker symbol “**JSDA**” on February 18, 2022.

For further details about the Company and the listing transaction, please refer to the Company’s listing statement, which will be available at [www.thecse.com](http://www.thecse.com) as well as under the Company’s profile at [www.sedar.com](http://www.sedar.com). In addition, please visit the investor relations page on Jones’ website at <https://www.jonessoda.com/pages/ir> for information about the Company.

**About Jones**

Headquartered in Seattle, Washington, Jones markets and distributes premium craft beverages under the Jones® Soda and Lemoncocco® brands. A leader in the premium craft soda category, Jones is made with cane sugar and other high-quality ingredients and is known for packaging that incorporates ever-changing photos sent in from its consumers. Jones’ diverse product line offers something for everyone – cane sugar soda, zero-calorie soda and Lemoncocco non-carbonated premium refreshment. Jones is sold across North America in glass bottles, cans and on fountain through traditional beverage outlets, restaurants, and alternative accounts. For more information, visit [www.jonessoda.com](http://www.jonessoda.com) or [www.myjones.com](http://www.myjones.com) or [www.drinklemoncocco.com](http://www.drinklemoncocco.com).

For further information, please contact Mark Murray, the Company’s President and Chief Executive Officer at (206) 624-3357.

**Cautionary Statements Regarding Forward Looking Information**

*Certain statements in this press release are “forward-looking statements” within the meaning of applicable United States securities laws and “forward-looking information” within the meaning of NI 51-102 (collectively, “forward-looking statements”). Forward-looking statements include all passages containing words such as “will,” “aims,” “anticipates,” “becoming,” “believes,” “continue,” “estimates,” “expects,” “future,” “intends,” “plans,” “predicts,” “projects,” “targets,” or “upcoming.” Forward-looking statements also include any other passages that are primarily relevant to expected future events or that can only be evaluated by events that will occur in the future. Forward-looking statements are based on the opinions and estimates of management at the time the statements are made and are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. The risks and uncertainties that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. Except as required by law, the Company undertakes no obligation to update any forward-looking or other statements in this press release, whether as a result of new information, future events or otherwise.*

*Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.*

**Investor Relations Contact:**

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