
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 27, 2023

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.)

4786 1st Avenue South, Suite 103, 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))

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.

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

None

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

On February 27, 2023, the Board of Directors (the “Board”) of Jones Soda Co. (the “Company”) appointed Gregg Reichman to serve as a director on the Board until the Company’s next meeting of stockholders. Mr. Reichman has been selected to serve on the Audit Committee and the Mergers and Acquisitions and Investment Committee of the Board.

The appointment of Mr. Reichman to the Board was not made pursuant to any arrangement or understanding with any other person.

There have been no transactions since the beginning of the Company’s last fiscal year and there are currently no proposed transactions to which the Company is a party, or intended to be a party, in which Mr. Reichman has, or will have, a material interest subject to disclosure under Item 404(a) of Regulation S-K.

Mr. Reichman will be eligible to receive equity awards under the Company’s 2022 Omnibus Equity Incentive Plan, as described in the Company’s proxy statement on Schedule 14A for its 2022 Annual Meeting of Shareholders filed with the SEC on April 1, 2022.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

99.1 Press Release dated February 28, 2023

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.
(Registrant)

March 6, 2023

By: /s/ Mark Murray

Mark Murray
Chief Executive Officer and President



JONES SODA CO. ANNOUNCES APPOINTMENT OF NEW DIRECTOR TO THE BOARD OF DIRECTORS

Seattle, WA – February 28, 2023 – Jones Soda. (OTCQB: JSDA)(CSE: JSDA) (“**Jones**” or the “**Company**”) is pleased to announce that Gregg Reichman was appointed by the Company’s board of directors (the “**Board**”) to serve as a director on the Board until the Company’s next annual meeting of stockholders.

“We are excited to have Gregg join the Board, and believe that his background in finance and investments will help further our corporate strategy to deliver enhanced value to our stockholders through continued growth and diversification of our business,” stated Paul Norman, the Chairman of the Board.

About Jones Soda Co.

Jones Soda Co.® (CSE: JSDA, OTCQB: JSDA) is a leading craft soda manufacturer with a growing line of cannabis products. The Company markets and distributes premium craft sodas under the Jones® Soda and Lemoncocco® brands, and a variety of cannabis products under the Mary Jones brand. Jones' mainstream soda line is sold across North America in glass bottles, cans and on fountain through traditional beverage outlets, restaurants and alternative accounts. The Company is headquartered in Seattle, Washington. For more information, visit www.jonessoda.com, www.myjones.com, www.drinklemoncocco.com or www.MaryJonesCannabis.com.

Company Contact:

Mark Murray
President and CEO
1-206-624-3357

Investor Relations Contact

Cody Cree
Gateway Group, Inc.
1-949-574-3860
JSDA@gatewayir.com

Neither the CSE nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.