

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): May 15, 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

**Securities registered pursuant to Section 12(g) of the Act:**  
Common Stock, no par value

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 15, 2023, Jones Soda Co. (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”), where shareholders were requested to: 1) elect five directors to serve for a one-year term to expire at the 2024 annual meeting of shareholders; 2) approve, on an advisory basis, the Company’s 2022 named executive officer compensation; and 3) ratify the appointment of Armanino LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the voting on the matters submitted to the Company’s shareholders are as follows:

**Proposal 1**

The Company’s shareholders elected the following five directors to hold office until the 2024 annual meeting of shareholders or until their successors are duly elected and qualified based on the following votes:

| <b>Director</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------|-----------------|-------------------------|
| Mark Murray     | 12,177,368 | 2,640,452       | 21,273,577              |
| Paul Norman     | 12,791,334 | 2,026,486       | 21,273,577              |
| Gregg Reichman  | 13,989,878 | 827,942         | 21,273,577              |
| Clive Sirkin    | 13,895,498 | 922,322         | 21,273,577              |
| Chad Bronstein  | 13,757,505 | 1,060,315       | 21,273,577              |

**Proposal 2**

The proposal to approve, on an advisory basis, the Company’s 2022 named executive officer compensation was approved based on the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 13,438,849 | 947,711        | 431,260            | 21,273,577              |

**Proposal 3**

The proposal to ratify the appointment of Armanino LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023 was approved based on the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 33,523,169 | 667,935        | 1,900,293          | -                       |

**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)

May 17, 2023

By: /s/ Mark Murray  
Mark Murray  
President and Chief Executive Officer