

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

(Mark One)

AMENDMENT NO. 1 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended May 3, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-14170

NATIONAL BEVERAGE CORP.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

59-2605822
(I.R.S. Employer
Identification No.)

ONE NORTH UNIVERSITY DRIVE BOULEVARD
FORT LAUDERDALE, FLORIDA
(Address of Principal Executive Offices)

33324
(Zip Code)

(954) 581-0922

(Registrant's Telephone Number, Including Area Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:
COMMON STOCK, PAR VALUE \$.01 PER SHARE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

--- ---

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of the Registrant computed by reference to the closing price on July 28, 1997 was approximately \$40,349,000.

The number of shares of Registrant's common stock outstanding as of July 28, 1997 was 18,465,628.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the 1997 Annual Meeting of Shareholders, which was filed on September 4, 1997, are incorporated by reference into Part III of this report.

This Amendment No. 1 to Annual Report on Form-10-K is being filed by National Beverage Corp. (the "Company") to amend the following items:

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The table reflecting the high and low closing quotations for the Company's Common Stock should be deleted and replaced with the following table, which accounts for the effect of the 100% stock dividend distributed to the Company's shareholders on October 25, 1996.

	1997		1996	
	HIGH	LOW	HIGH	LOW
First Quarter	\$ 7 7/16	\$4 3/4	\$3 1/2	\$2 3/4
Second Quarter	10 1/16	6 11/16	3 5/8	2 7/8
Third Quarter	9	7 1/2	3 3/16	2 3/8
Fourth Quarter	12 5/8	7 5/8	4 7/8	3 1/4

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The first paragraph of Item 10 currently reads "Information concerning directors and the nominees for director of NBC is included under the caption "Election of Directors" and "Information as to Nominees and Other Directorships" in NBC's Proxy Statement for the Annual Meeting of Shareholders to be filed on or before September 2, 1997, and is hereby incorporated by reference," and is amended to read "Information concerning directors and officers and the nominees for director of the Company is included under the captions "Election of Directors" and "Information as to Nominees and Other Directorships" in the Proxy Statement for the Company's 1997 Annual Meeting of Shareholders, which was filed on September 4, 1997, and is incorporated herein by reference to the extent of the disclosure under such captions."

ITEM 11. EXECUTIVE COMPENSATION

Item 11 currently reads "National Beverage Corp. 1997 Proxy Statement, which will be filed on or before September 2, 1997, is incorporated herein by reference," and is amended to read "The

information concerning executive compensation is included under the caption "Executive Compensation and Other Information" in the Proxy Statement for the Company's 1997 Annual Meeting of Shareholders, which was filed on September 4, 1997, and is incorporated herein by reference to the extent of the disclosure under such caption.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Item 12 currently reads "National Beverage Corp. 1997 Proxy Statement, which will be filed on or before September 2, 1997, is incorporated herein by reference," and is amended to read "The information concerning security ownership of certain beneficial owners and management is included under the

caption "Security Ownership" in the Proxy Statement for the Company's 1997 Annual Meeting of Shareholders, which was filed on September 4, 1997, and is incorporated herein by reference to the extent of the disclosure under such caption."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Item 13 currently reads "National Beverage Corp. 1997 Proxy Statement, which will be filed on or before September 2, 1997, is incorporated herein by reference," is amended to read "The information concerning certain relationships and related transactions is included under the caption "Certain Relationships and Related Party Transactions" in the Proxy Statement for the Company's 1997 Annual Meeting of Shareholders, which was filed on September 4, 1997, and is incorporated herein by reference to the extent of the disclosure under such caption."

2

4

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL BEVERAGE CORP.
(Registrant)

By: /s/ DEAN A. McCOY

Date: September 17, 1997

Dean A. McCoy
Vice President - Controller
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this amended report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ NICK A. CAPORELLA

Date: September 17, 1997

Nick A. Caporella
President, Chief Executive Officer and
Chairman of the Board (Principal Executive
and Financial Officer)

By: /s/ JOSEPH G. CAPORELLA

Date: September 17, 1997

Joseph G. Caporella
Executive Vice President and Secretary

By: /s/ S. LEE KLING

Date: September 17, 1997

S. Lee Kling
Director

By: /s/ JOSEPH P. KLOCK, JR.

Date: September 17, 1997

Joseph P. Klock, Jr.
Director