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United States Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-K

[✓] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended April 27, 2019

[ ] 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	**59-2605822**
(State of incorporation)	(I.R.S. Employer Identification No.)

8100 SW Tenth Street, Suite 4000, Fort Lauderdale, Florida 33324
(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (954) 581-0922

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $.01 per share	FIZZ	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ( ) No (✓)

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ( ) No (✓)

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 and (2) has been subject to such filing requirements for the past 90 days. Yes (✓) No ( )

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes (✓) No ( )

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.: Large accelerated filer (✓) Accelerated filer ( ) Non-accelerated filer ( ) Smaller reporting company ( ) 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. ( )

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ( ) No (✓)

The aggregate market value of the common stock held by non-affiliates of Registrant computed by reference to the closing sale price of $98.87 on October 26, 2018 was approximately $1.2 billion.

The number of shares of Registrant's common stock outstanding as of June 24, 2019 was 46,645,540.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the 2019 Annual Meeting of Shareholders are incorporated by reference in Part III of this report.

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PART I

ITEM 1. BUSINESS

GENERAL

National Beverage Corp. innovatively refreshes America with a distinctive portfolio of sparkling waters, juices, energy drinks ("Power+ Brands"), and to a lesser extent, carbonated soft drinks. We believe our creative product designs, innovative packaging and imaginative flavors, along with our corporate culture and philosophy, make National Beverage unique as a stand-alone entity in the beverage industry.

Points of differentiation include the following:

Healthy Transformation – We focus on developing and delighting consumers with healthier beverages in response to the global shift in consumer buying habits and lifestyles. We are committed to tailoring the variety and types of beverages in our portfolio to satisfy the preferences of a diverse mix of consumers including ‘crossover consumers’ – a growing group desiring a healthier alternative to artificially sweetened or high-calorie beverages.

Flavor Innovation – Building on a rich tradition of flavor and brand innovation with more than a 130 year history of development with iconic brands such as Shasta® and Faygo®, we have extended our flavor and essence leadership and technical expertise to the sparkling water category. Proprietary flavors and our naturally-essenced beverages are developed and tested in-house and only made commercially available after extensive concept and sensory evaluation. Our variety of distinctive flavors provides us a unique advantage with today’s consumers who demand variety and refreshing beverage alternatives.

Innovation Ethic – We believe that innovative marketing, packaging and consumer engagement is more effective in today’s marketplace than traditional higher-cost national advertising. In addition to our cost-effective social media platforms, we utilize regionally-focused marketing programs and in-store “brand ambassadors” to interact and obtain feedback from our consumers. We also believe the design of our packages and the overall optical effect of their placement on the shelf (“shelf marketing") has become more important as millennials and younger generations become increasingly influential consumers, and are now influencing baby boomers and older generations.

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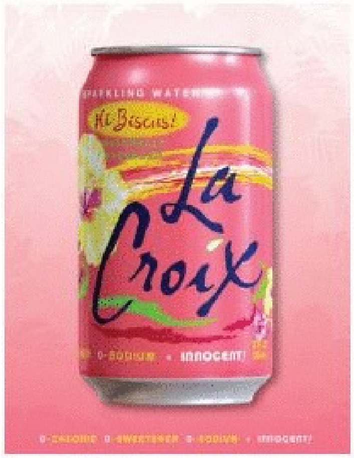


Creative Dynamics – In a beverage industry that is dominated by the "cola giants", we pride ourselves on being smaller, faster and stronger. We believe we are able to respond faster and more creatively to consumer trends than competitors who are burdened by legacy production and distribution complexity and costs. The ability to identify consumer trends and create new product concepts to lead the market defines our new product development model. Speed to market with the appropriate concept, unique flavor creation and trend-forward 'better-for-you' ingredients continues to be our goal. Internal development teams are responsible for concept creation, packaging and design, which allow for rapid 'go to market' timing and reduced development costs.

Presently, our primary market focus is the United States and Canada. Certain of our products are also distributed on a limited basis in other countries and options to expand distribution to other regions are being considered.

National Beverage Corp. is incorporated in Delaware and began trading as a public company on the NASDAQ Stock Market in 1991. In this report, the terms "we," "us," "our," "Company" and "National Beverage" mean National Beverage Corp. and its subsidiaries unless indicated otherwise.

BRANDS

Our brands consist of beverages geared to the active and health-conscious consumer ("Power+ Brands") including sparkling waters, energy drinks, and juices. Our portfolio of Power+ Brands includes LaCroix®, LaCroix Cúrate®, LaCroix NiCola® and Shasta® Sparkling Water products; Rip It® energy drinks and shots; and Everfresh®, Everfresh Premier Varietals™ and Mr. Pure® 100% juice and juice-based products. Additionally, we produce and distribute carbonated soft drinks including Shasta® and Faygo®, iconic brands whose consumer loyalty spans more than 130 years.

Power+ Brands –

LaCroix

LaCroix® Sparkling Water, our most significant brand, has uniquely redefined the Sparkling Water category that is rapidly becoming the alternative to traditional carbonated soda. With *zero* calories, *zero* sweeteners and *zero* sodium, the *innocence* of LaCroix has propelled it to the top-selling domestic sparkling water. Naturally essenced, LaCroix has gained the support of national retailers in multiple channels, including mass-merchandisers, club stores, drug stores, mainstream supermarkets and natural and specialty food retailers.

LaCroix's dynamic 'theme' LaCroix Cúrate® ('Cure Yourself') celebrates French sophistication with Spanish zest and bold flavors. Cúrate naturally refreshes in tall 12 oz. consumer-favored cans. Eloquent graphics, robust aroma, naturally 'essenced' and premium-priced, Cúrate is an innovative addition to a brand that is the healthy alternative for today's consumers.

NiCola® by LaCroix, an innovative sparkling water, captures the 'crossover' cola consumers with its '*innocent*' effect of no calories, sodium, sweetener or any other ingredient that the health-conscious consumer avoids. NiCola is designed for those cola and diet cola consumers within the $82 billion U.S. carbonated soft drink market that are looking to continue to quench their cola-craving taste without negative health consequences. In late fiscal year 2019, we introduced three new additions to our LaCroix NiCola theme − Coconut Cola, Cubana (Mojito), and Coffea Exotica (Sumatra coffee and cola).

Additional LaCroix themes are in development and feature unique packaging, ground-breaking flavor concepts, and a go-to-market strategy designed to maximize cultural demographic concepts.

Shasta Sparkling

Shasta® Sparkling Water duplicates the iconic flavors that have charmed loyal Shasta consumers over the past 130 years with the first genuine soft-drink alternative (SDA). Shasta Sparkling is naturally-essenced without calories, sodium and sweeteners. '*Simply Natural and Smartly Healthy,'* Shasta Sparkling complements a healthier lifestyle with its eloquent design and packaging in tall 10.5 ounce cans with an industry-first "clean" label.

Everfresh and Mr. Pure

Everfresh® and Mr. Pure® 100% juice and juice drinks are available in a variety of flavors, from such classics as Orange, Cranberry and flavored lemonades to exotics that include Premium Papaya, Pineapple Mango, Peach Watermelon and Island Punch. Distributed primarily in the Midwest, the brands' signature package is a hot-filled, 16 oz. glass bottle primarily for single-serve consumption.

Everfresh Premier Varietals™, a unique theme from Everfresh, is positioned as a stand-alone brand for display in the produce section of supermarkets. Everfresh Premier Varietals is a premium line of natural apple juice derived from a variety of apples specific to the taste of the varietal, such as Granny Smith, McIntosh, Honey Crisp, Golden Delicious, Fuji and Pink Lady.

Rip It

RIP IT® Energy Fuel continues as a "Mission Tradition®" by proudly supporting our troops at home and abroad with 14 unique flavors and six sugar-free options. With its unique positioning, Rip It also continues to energize its growing fan base of gamers and athletes. Building on the flavor tradition of original Rip It, a 2 oz. sugar-free shot version in eight flavors is marketed through our distribution system in displayable package configurations.

Carbonated Soft Drinks –

Celebrating its 130th year, Shasta® is recognized as a bottling industry pioneer and innovator. Shasta features multiple flavors, including products targeted to the growing Hispanic and other ethnic markets, and has earned consumer loyalty by delivering value and convenience with such unique tastes as Raspberry Crème, Tiki Punch, and California Dreamin'. More than 110 years old, Faygo® products are primarily distributed east of the Mississippi River and include numerous unique flavors including Red Pop®, Moon Mist®, and Rock'n'Rye®.

We tailor our marketing and promotion programs by geographic area; many of our carbonated soft drink brands enjoy a regional identification that fosters long-term consumer loyalty and makes them more competitive as a consumer choice. In addition, products produced locally may generate retailer-sponsored promotional activities and receive media exposure through community activities rather than costly national advertising.

In recent years we reformulated many of our brands to reduce caloric content while still preserving their time-tested flavor profiles. Our brands, optically and ingredient-wise, are always a work in process. We continually strive to make all our drinks healthier while maintaining their iconic taste profiles.

PRODUCTION

Our philosophy emphasizes vertical integration; our production model integrates the procurement of raw materials and crafting flavors and concentrates with the production of finished products. Our twelve strategically-located production facilities are near major metropolitan markets across the continental United States. The locations of our facilities enable us to efficiently produce and distribute beverages to substantially all geographic markets in the United States, including the top 25 metropolitan statistical areas. Each facility is generally equipped to produce both canned and bottled beverage products in a variety of package sizes.

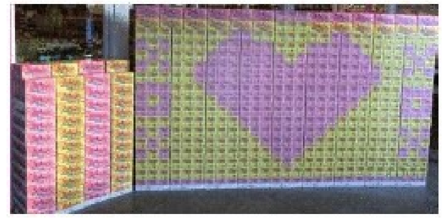
We believe the innovative and controlled vertical integration of our production facilities provides an advantage over certain of our competitors that rely on independent third-party bottlers to manufacture and market their products. Since we control all national production, distribution and marketing of our brands, we believe we can more effectively manage quality control and consumer appeal while responding quickly to changing market conditions.

We craft a substantial portion of our flavors and concentrates. By controlling our own formulas throughout our bottling network, we are able to produce beverages in accordance with uniform quality standards while innovating flavors to meet changing consumer preferences. We believe the combination of a Company-owned bottling network, together with uniform standards for packaging, formulations and customer service, provides us with a strategic advantage in servicing national retailers and mass-merchandisers. We also maintain research and development laboratories at multiple locations. These laboratories continually test products for compliance with our strict quality control standards as well as conduct research for new products and flavors.

DISTRIBUTION

To service a diverse customer base that includes numerous national retailers, as well as thousands of smaller “up-and-down-the-street” accounts, we utilize a hybrid distribution system to deliver our products through three primary distribution channels: take-home, convenience and food-service.

The take-home distribution channel consists of national and regional grocery stores, club stores, mass-merchandisers, wholesalers, drug stores and dollar stores. We distribute our products to this channel primarily through the warehouse distribution system and, to a lesser extent, the direct-store delivery system.



Under the warehouse distribution system, products are shipped from our production facilities to the retailer’s centralized distribution centers and then distributed by the retailer to each of its store locations with other goods. This method allows our retail partners to further maximize their assets by utilizing their ability to pick-up product at our warehouses, thus lowering their/our product costs. Products sold through the direct-store delivery system are distributed directly to the customer’s retail outlets by our direct-store delivery fleet and by independent distributors.

We distribute our products to the convenience channel through our own direct-store delivery fleet and those of independent distributors. The convenience channel consists of convenience stores, gas stations and other smaller “up-and-down-the-street” accounts. Because of the higher retail prices and margins that typically prevail, we have developed packaging and graphics specifically targeted to this market.

Our food-service division distributes products to independent, specialized distributors who sell to hospitals, schools, military bases, airlines, hotels and food-service wholesalers. Also, our Company-owned direct-store delivery fleet distributes products to certain schools and other food-service customers.

Our take-home, convenience and food-service operations use vending machines and glass-door coolers as marketing and promotional tools for our brands. We provide vending machines and coolers on a placement or purchase basis to our customers. We believe vending and cooler equipment expands on-site visual trial, thereby increasing sales and enhancing brand awareness.

SALES AND MARKETING

We sell and market our products through an internal sales force as well as specialized broker networks. Our sales force is organized to serve a specific market, focusing on one or more geographic territories, distribution channels or product lines. We believe this focus allows our sales group to provide high level, responsive service and support to our customers and markets.

Our marketing emphasizes programs designed to reach consumers directly through innovative digital marketing, digital social marketing, social media engagement, sponsorships and creative content. We are focused on increasing our digital presence and capabilities to further enhance the consumer experience across our brands. We may retain agencies to assist with social media content creative and platform selection for our brands.

Additionally, we maintain and enhance consumer brand recognition and loyalty through a combination of participation in regional events, special event marketing, endorsements, consumer coupon distribution and product sampling. We offer numerous promotional programs to retail customers, including cooperative advertising support, 'Brand*ED*' ambassadors, in-store promotional activities and other incentives. These elements allow marketing and other consumer programs to be tailored to meet local and regional demographics.

RAW MATERIALS

Our centralized procurement group maintains relationships with numerous suppliers of ingredients and packaging. By consolidating the purchasing function for our production facilities, we believe we are able to procure more competitive arrangements with our suppliers, thereby enhancing our ability to compete as an efficient producer of beverages.

The products we produce and sell are made from various materials including aluminum cans, glass and plastic bottles, water, carbon dioxide, juice and flavor concentrates, sweeteners, cartons and closures. We craft a substantial portion of our flavors and concentrates while purchasing the remaining raw materials from multiple suppliers.

Substantially all of the materials and ingredients we purchase are presently available from several suppliers, although strikes, weather conditions, utility shortages, governmental control or regulations, national emergencies, quality, price or supply fluctuations or other events outside our control could adversely affect the supply of specific materials. A significant portion of our raw material purchases, including aluminum cans, plastic bottles, high fructose corn syrup, corrugated packaging and juice concentrates, are derived from commodities. Therefore, pricing and availability tend to fluctuate based upon worldwide commodity market conditions. In certain cases, we may elect to enter into multi-year agreements for the supply of these materials with one or more suppliers, the terms of which may include variable or fixed pricing, minimum purchase quantities and/or the requirement to purchase all supplies for specified locations. Additionally, we use derivative financial instruments to partially mitigate our exposure to changes in certain raw material costs.

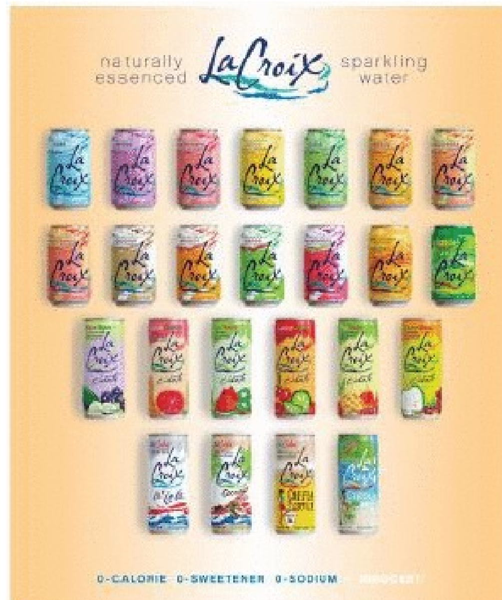
SEASONALITY

Our operating results are affected by numerous factors, including fluctuations in costs of raw materials, holiday and seasonal programming and weather conditions. Beverage sales are seasonal with higher volume realized during summer months when outdoor activities are more prevalent.

Competition

While LaCroix® Sparkling Water is the brand of choice as the number one sparkling water in 41 of the 52 Nielsen metropolitan statistical areas, the beverage industry is highly competitive and our competitive position may vary by market area. Our products compete with many varieties of liquid refreshment, including water products, soft drinks, juices, fruit drinks, energy drinks and sports drinks, as well as powdered drinks, coffees, teas, dairy-based drinks, functional beverages and various other nonalcoholic beverages. We compete with bottlers and distributors of national, regional and private label products. Several competitors, including those that dominate the beverage industry, such as Nestlé S.A., PepsiCo and The Coca-Cola Company, have greater financial resources than we have and aggressive promotion of their products may adversely affect sales of our brands.

Principal methods of competition in the beverage industry are price and promotional activity, advertising and marketing programs, point-of-sale merchandising, retail space management, customer service, product differentiation, packaging innovations and distribution methods. We believe our Company differentiates itself through novel methods of innovation, key brand recognition, focused social media, innovative flavor variety, attractive packaging, efficient distribution methods, and, for some product lines, value pricing.



TRADEMARKS

We own numerous trademarks for our brands that are significant to our business. We intend to continue to maintain all registrations of our significant trademarks and use the trademarks in the operation of our businesses.

GOVERNMENTAL REGULATION

The production, distribution and sale of our products in the United States are subject to the Federal Food, Drug and Cosmetic Act; the Dietary Supplement Health and Education Act of 1994; the Occupational Safety and Health Act; the Lanham Act; various environmental statutes; and various other federal, state and local statutes regulating the production, transportation, sale, safety, advertising, labeling and ingredients of such products. We believe that we are in compliance, in all material respects, with such existing legislation.

Certain states and localities require a deposit or tax on the sale of certain beverages. These requirements vary by each jurisdiction. Similar legislation has been proposed in certain other states and localities, as well as by Congress. We are unable to predict whether such legislation will be enacted or what impact its enactment would have on our business, financial condition or results of operations.

All of our facilities in the United States are subject to federal, state and local environmental laws and regulations. Compliance with these provisions has not had any material adverse effect on our financial or competitive position. We believe our current practices and procedures for the control and disposition of toxic or hazardous substances comply in all material respects with applicable law.

EMPLOYEES

As of April 27, 2019, we employed approximately 1,640 people, of which 380 are covered by collective bargaining agreements. We believe we maintain good relations with our employees.

AVAILABLE INFORMATION

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and amendments to those reports are available free of charge on our website at www.nationalbeverage.com as soon as reasonably practicable after such reports are electronically filed with the Securities and Exchange Commission. In addition, our Code of Ethics is available on our website. The information on the Company's website is not part of this Annual Report on Form 10-K or any other report that we file with, or furnish to, the Securities and Exchange Commission.

ITEM 1A. RISK FACTORS

In addition to other information in this Annual Report on Form 10-K, the following risk factors should be considered carefully in evaluating the Company's business. Our business, financial condition and results of operations could be materially and adversely affected by any of these risks. Additional risks and uncertainties, including risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair our business and results of operations.

Brand image and consumer preferences. Our beverage portfolio is comprised of a number of unique brands with time-tested reputations and consumer loyalty that have been built over time. Our investments in social media and marketing as well as our strong commitment to product quality are intended to have a favorable impact on brand image and consumer preferences. Unfavorable publicity, or allegations of quality issues, even if false or unfounded, may tarnish our reputation and brand image and cause consumers to choose other products. In addition, if we do not adequately anticipate and react to changing demographics, consumer trends, health concerns and product preferences, our financial results could be adversely affected.

Competition. The beverage industry is extremely competitive. Our products compete with a broad range of beverage products, most of which are manufactured and distributed by companies with substantially greater financial, marketing and distribution resources. In order to generate future revenues and profits, we must continue to sell products that appeal to our customers and consumers. Discounting and other actions by our competitors could adversely affect our ability to sustain revenues and profits.

Customer relationships. Our retail customer base has been consolidating over the last several years resulting in fewer customers with increased purchasing power. This increased purchasing power can limit our ability to increase pricing for our products with certain of our customers. Additionally, e-commerce transactions and value stores are experiencing rapid growth. Our inability to adapt to customer requirements could lead to a loss of business and adversely affect our financial results.

Raw materials and energy. The production of our products is dependent on certain raw materials, including aluminum, resin, corn, linerboard, water and fruit juice. In addition, the production and distribution of our products is dependent on energy sources, including natural gas, fuel and electricity. These items are subject to price volatility caused by numerous factors. Commodity price increases ultimately result in a corresponding increase in the cost of raw materials and energy. We may be limited in our ability to pass these increases on to our customers or may incur a loss in sales volume to the extent price increases are taken. In addition, strikes, weather conditions, governmental controls, tariffs, national emergencies, natural disasters, supply shortages or other events could affect our continued supply and cost of raw materials and energy. If raw materials or energy costs increase, or the availability is limited, our financial results could be adversely affected.

Governmental regulation. Our business and properties are subject to various federal, state and local laws and regulations, including those governing the production, packaging, quality, labeling and distribution of beverage products. In addition, various governmental agencies have enacted or are considering additional taxes on soft drinks and other sweetened beverages. Compliance with or changes in existing laws or regulations could require material expenses and negatively affect our financial results through lower sales or higher costs.

Sustained increases in the cost of employee benefits. Our profitability is affected by the cost of medical and retirement benefits provided to employees, including employees covered under collective bargaining agreements and multi-employer pension plans. In recent years, we have experienced increases in these costs. Although we seek to limit these cost increases, continued upward pressure in these costs could reduce our profitability.

Unfavorable weather conditions. Unfavorable weather conditions could have an adverse impact on our revenue and profitability. Unusually cold or rainy weather may temporarily reduce demand for our products and contribute to lower sales, which could adversely affect our profitability for such periods. Prolonged drought conditions in the geographic regions in which we do business could lead to restrictions on the use of water, which could adversely affect our ability to produce and distribute products.

Dependence on key personnel. Our performance significantly depends upon the continued contributions of our executive officers and key employees, both individually and as a group, and our ability to retain and motivate them. Our officers and key personnel have many years of experience with us and in our industry and it may be difficult to replace them. If we lose key personnel or are unable to recruit qualified personnel, our operations and ability to manage our business may be adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal properties include twelve production facilities located in ten states, which aggregate approximately two million square feet. We own ten production facilities in the following states: California (2), Georgia, Kansas, Michigan (2), Ohio, Texas, Utah and Washington. Two production facilities, located in Maryland and Florida, are leased subject to agreements that expire through 2020. We believe our facilities are generally in good condition and sufficient to meet our present needs.

The production of beverages is capital intensive but is not characterized by rapid technological change. The technological advances that have occurred have generally been of an incremental cost-saving nature, such as the industry’s conversion to lighter weight containers or improved blending processes that enhance ingredient yields. Although we are continually investing in more efficient equipment, we are not aware of any anticipated industry-wide changes in technology that would adversely impact our current physical production capacity or cost of production.

We own and lease trucks, vans and automobiles used in the sale, delivery and distribution of our products. In addition, we lease warehouse and office space, transportation equipment, office equipment and certain manufacturing equipment.

ITEM 3. LEGAL PROCEEDINGS

The Company has been named a defendant in certain legal proceedings, including derivative and class action complaints. Company counsel has asserted various meritorious defenses and is vigorously defending these matters. Certain of these complaints include allegations that the Company’s LaCroix branded products contain synthetic ingredients and thereby violate specific state consumer protection statutes and other laws. The Company believes the litigation is without merit and will not have a material adverse effect on the Company’s financial position, cash flows or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The common stock of National Beverage Corp., par value $.01 per share, ("Common Stock") is listed on The NASDAQ Global Select Market under the symbol "FIZZ".

At June 14, 2019 there were approximately 27,500 holders of our Common Stock, the majority of which hold their shares in the names of banks, brokers and other financial institutions.

The Company paid special cash dividends on Common Stock of $135.2 million ($2.90 per share) on January 29, 2019 and $69.9 million ($1.50 per share) on August 4, 2017.

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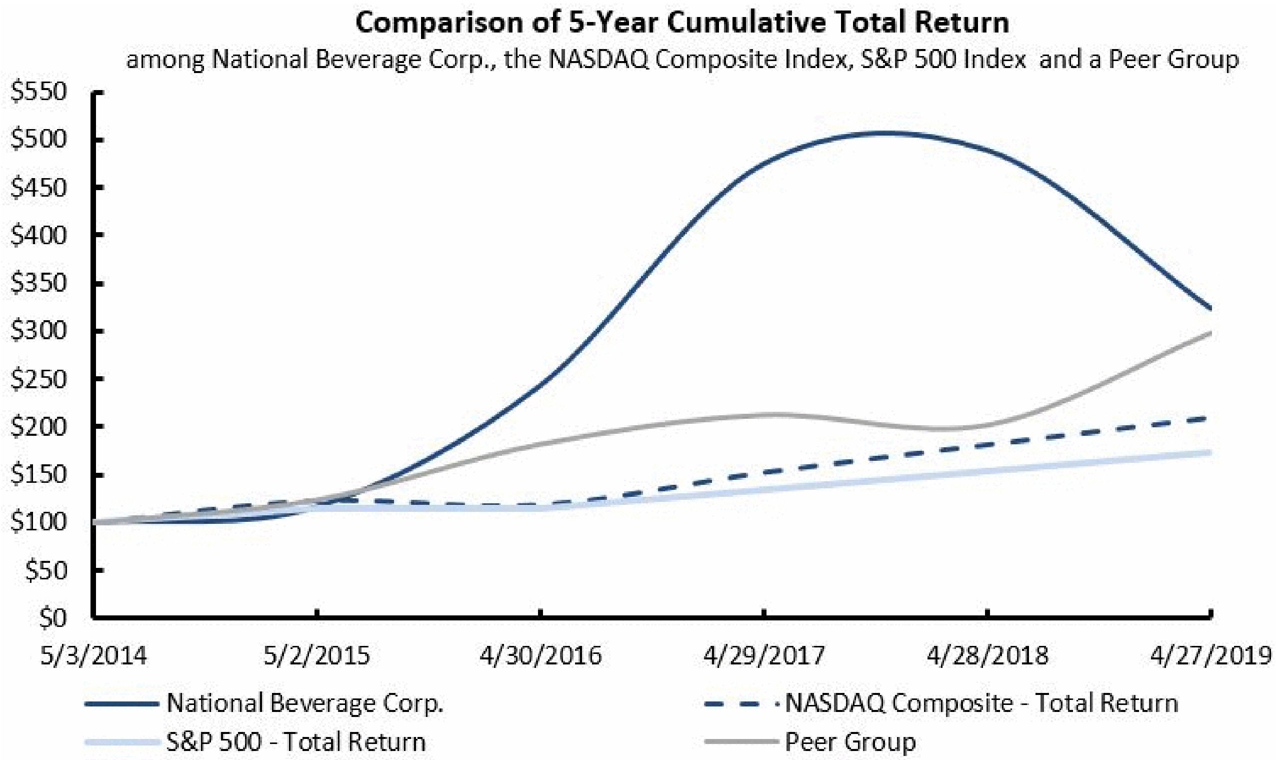
Performance Graph

The following graph shows a comparison of the five-year cumulative returns of an investment of $100 cash on May 3, 2014, assuming reinvestment of dividends, in (i) Common Stock, (ii) the NASDAQ Composite Index, (iii) the S&P 500 Index, and (iv) a Company-constructed peer group consisting of Coca-Cola Bottling Company Consolidated and Cott Corporation.



	5/3/2014	5/2/2015	4/30/2016	4/29/2017	4/28/2018	4/27/2019
National Beverage Corp.	$ 100.00	$ 116.71	$ 243.31	$ 474.75	$ 488.79	$ 323.66
NASDAQ Composite –Total Return	100.00	122.81	118.58	152.01	180.85	208.87
S&P 500 – Total Return	100.00	114.38	114.50	135.02	154.19	173.21
Peer Group	100.00	123.98	182.37	212.98	202.45	298.97

ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and consolidated financial statements and notes thereto contained in "Item 8. Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
(In thousands, except per share and footnote amounts)

	Fiscal Year Ended				
	April 27, 2019	April 28, 2018	April 29, 2017	April 30, 2016	May 2, 2015
SUMMARY OF OPERATIONS:					
Net sales	$ 1,014,105	$ 975,734	$ 826,918	$ 704,785	$ 645,825
Cost of sales	629,755	584,599	500,841	463,348	426,685
Gross profit	384,350	391,135	326,077	241,437	219,140
Selling, general and administrative expenses	204,415	186,947	163,600	148,384	145,157
Interest expense	202	201	189	203	371
Other (income) expense - net	(4,144)	(1,502)	(537)	145	(1,101)
Income before income taxes	183,877	205,489	162,825	92,705	74,713
Provision for income taxes	43,024	55,715	55,780	31,507	25,402
Net income	$ 140,853	$ 149,774	$ 107,045	$ 61,198	$ 49,311
PER SHARE DATA:					
Basic earnings per common share (1)	$ 3.02	$ 3.21	$ 2.30	$ 1.31	$ 1.06
Diluted earnings per common share (1)	3.00	3.19	2.29	1.31	1.05
Closing stock price	57.50	89.78	88.59	46.74	22.42
Dividends paid on common stock (2)	2.90	1.50	1.50	-	-
BALANCE SHEET DATA:					
Cash and equivalents (2)	$ 156,200	$ 189,864	$ 136,372	$ 105,577	$ 52,456
Working capital (2)	224,420	248,297	181,115	143,603	97,130
Property, plant and equipment - net	111,316	85,807	65,150	61,932	60,182
Total assets (2)	452,193	458,832	353,983	301,044	243,402
Long-term debt	-	-	-	-	10,000
Deferred income tax liability	15,987	14,502	12,087	10,020	10,897
Shareholders' equity (2)	331,609	331,440	245,618	206,152	147,782
Dividends paid on common stock (2)	135,247	69,878	69,850	-	-

(1) Basic earnings per common share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding. Diluted earnings per common share includes the dilutive effect of stock options.
(2) The Company paid special cash dividends on Common Stock of $135.2 million ($2.90 per share) on January 29, 2019 and $69.9 million ($1.50 per share) on August 4, 2017 and January 27, 2017.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

National Beverage Corp. innovatively refreshes America with a distinctive portfolio of sparkling waters, juices, energy drinks ("Power+ Brands") and, to a lesser extent, carbonated soft drinks. Our carbonated soft drink brands continue to be modified as we endeavor to make them more adaptable to changing consumer preferences. We believe our creative product designs, innovative packaging and imaginative flavors, along with our corporate culture and philosophy, make National Beverage unique as a stand-alone entity in the beverage industry.

National Beverage Corp., in recent years, has transformed to an innovative healthier refreshment company. From our corporate philosophy, development of products, and marketing to manufacturing, we are converting consumers to a *'Better for You'* thirst quencher that compassionately cares for their nutritional health. We are committed to our quest to innovate for the joy, benefit and enjoyment of our consumers' healthier lifestyle!

Presently, National Beverage Corp. is uniquely positioned in three distinctive ways:

(1) The retail grocery industry is in revolution. In prior years, each retailer induced their consumer with a proprietary brand (especially soft drinks), but today understand**s** that the well-informed, smart consumer is demanding that retailers provide **recognizable** brands that have earned their respective consumer standing on their merits.

(2) The retail grocer today is in the most competitive-indexed service industry, without exception. Innovation, plus the urgent time demands on the consumer, is requiring quick, expedient shopping and home delivery is even more of a current shoppers' choice. Retailers cannot carry slower-moving items that home delivery will not support.

(3) The new consumer is the most competent/knowledgeable product analyzer ever, and personal mental/physical lifestyles demand that healthier is their preferred choice. Calories must qualify as worthy; sugar being enemy #1 in the life of the Millennial and younger consumers.

Our strategy seeks the profitable growth of our products by (i) developing healthier beverages in response to the global shift in consumer buying habits and tailoring our beverage portfolio to the preferences of a diverse mix of 'crossover consumers' – a growing group desiring a healthier alternative to artificially sweetened and high-caloric beverages; (ii) emphasizing unique flavor development and variety throughout our brands that appeal to multiple demographic groups; (iii) maintaining points of difference through innovative marketing, packaging and consumer engagement and (iv) responding faster and more creatively to changing consumer trends that larger competitors who are burdened by legacy production, distribution complexity and costs cannot quickly comply with.

Presently, our primary market focus is the United States and Canada. Certain of our products are also distributed on a limited basis in other countries and options to expand distribution to other regions are being considered. To service a diverse customer base that includes numerous national retailers, as well as thousands of smaller "up-and-down-the-street" accounts, we utilize a hybrid distribution system consisting of warehouse and direct-store delivery. The warehouse delivery system allows our retail partners to further maximize their assets by utilizing their ability to pick up product at our warehouses, further lowering their/our product costs.

National Beverage Corp. is incorporated in Delaware and began trading as a public company on the NASDAQ Stock Market in 1991. In this report, the terms "we," "us," "our," "Company" and "National Beverage" mean National Beverage Corp. and its subsidiaries unless indicated otherwise.

Our operating results are affected by numerous factors, including fluctuations in the costs of raw materials, holiday and seasonal programming and weather conditions. While prior years witnessed more seasonality, higher sales are realized during the summer when outdoor activities are more prevalent.

Our highly innovative business, where new beverages are developed and produced for selective holidays and ceremonial dates, should not be analyzed on the common three-month (quarterly) periods, traditionally found acceptable. Today, costly development projects and seasonal weather periods plus promotional packaging, make quarter-to-quarter comparisons unworthy statistics and forces companies to decision making for that purpose, not truly beneficial for investors and shareholders alike.

Traditional and typical are not a part of an innovator's vocabulary.

RESULTS OF OPERATIONS

Net Sales

Net sales for fiscal year ended April 27, 2019 (“Fiscal 2019”) increased 3.9% to $1,014 million compared to $975.7 million for fiscal year ended April 28, 2018 (“Fiscal 2018”). Adjusted for private label carbonated soft drinks no longer produced, net sales increased 6.2% . The increase in sales resulted primarily from a 5.0% increase in branded case volume and a higher average selling price. Power+ Brands volume increased 8.9%; branded carbonated soft drinks volume declined 3.0%.

Net sales for Fiscal 2018 increased 18.0% to $975.7 million compared to $826.9 million for the fiscal year ended April 29, 2017 (“Fiscal 2017”). The increase in sales resulted primarily from a 19.8% increase in branded case volume and, to a lesser extent, a higher average selling price. Power+ Brands volume increased 38.9%; branded carbonated soft drinks volume declined 6.2%. The Company concluded production of lower-margin, private-label carbonated soft drinks in the third quarter of Fiscal 2018, allowing greater focus on brand equity appreciation.

Gross Profit

Gross profit for Fiscal 2019 decreased 1.7% to $384.4 million compared to $391.1 million for Fiscal 2018. The decrease in gross profit is due to increased costs per case offset in part by volume growth in higher-margin Power+ Brands. Cost of sales per case increased 7.7% primarily due to higher aluminum and manufacturing costs. Manufacturing costs were temporarily impacted by production disruptions as a result of capital projects designed to increase production capacity and efficiency. Gross margin declined to 37.9%.

Gross profit for Fiscal 2018 increased 20.0% to $391.1 million compared to $326.1 million for Fiscal 2017. The increase in gross profit is due to increased volume and growth in higher-margin Power+ Brands, offset in part by increased cost of sales per case. Cost of sales per case increased 1.0% primarily due to higher aluminum costs. Gross margin expanded to 40.1%.

Shipping and handling costs are included in selling, general and administrative expenses, the classification of which is consistent with many beverage companies. However, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales. See Note 1 of Notes to Consolidated Financial Statements.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were $204.4 million or 20.2% of net sales for Fiscal 2019, increasing $17.5 million from Fiscal 2018. Selling, general and administrative expenses increased in total and as a percent of net sales primarily due to increased shipping costs and marketing spending increases.

Selling, general and administrative expenses were $186.9 million or 19.2% of net sales for Fiscal 2018, increasing $23.3 million from Fiscal 2017. The increase was primarily due to shipping and other volume-related expenses and marketing spending increases. As a percent of net sales, selling, general and administrative expenses decreased primarily due to the leveraging effects of higher volume on fixed costs.

Interest Expense and Other Expense (Income) - Net
Interest expense is comprised of fees related to maintaining lines of credit. Interest expense was essentially flat for all years presented. Other income is interest income of $4.1 million for Fiscal 2019, $1.6 million for Fiscal 2018 and $.6 million for Fiscal 2017. The change in interest income is due to changes in average invested balances and increased return on investments.

Income Taxes
Our effective tax rate was 23.4% for Fiscal 2019, 27.1% for Fiscal 2018 and 34.3% for Fiscal 2017. The reduction in the effective tax rate was due to the statutory rate decreases set forth in the Tax Cuts and Jobs Act (the "Tax Act") enacted into law on December 22, 2017. Under the Tax Act, the applicable federal statutory rate was 21.0% for Fiscal 2019. Included in the effective tax rate for Fiscal 2018 is a one-time adjustment reducing income tax expense to remeasure previous deferred tax liabilities of $4.3 million. The differences between the effective rate and the federal statutory rate were primarily due to the effects of state income taxes, and for Fiscal 2018 and Fiscal 2017, the domestic manufacturing deduction. See Note 7 of Notes to Consolidated Financial Statements.

LIQUIDITY AND FINANCIAL CONDITION

Liquidity and Capital Resources
At April 27, 2019, we maintained $100 million unsecured revolving credit facilities, under which no borrowings were outstanding and $2.1 million was reserved for standby letters of credit. Cash generated from operations is our principal source of funds. We believe that existing capital resources will be sufficient to meet our liquidity and capital requirements for the next twelve months. See Note 4 of Notes to Consolidated Financial Statements.

We continually evaluate capital projects to expand our production capacity, enhance packaging capabilities or improve efficiencies at our production facilities. Expenditures for property, plant and equipment amounted to $38.3 million for Fiscal 2019 primarily to expand production capacity. We intend to continue production capacity expansion projects in Fiscal 2020, but expect capital expenditures will decline from Fiscal 2019 levels in the near term.

The Company paid special cash dividends on Common Stock of $135.2 million ($2.90 per share) on January 29, 2019 and $69.9 million ($1.50 per share) on August 4, 2017 and January 27, 2017.

Pursuant to a management agreement, we incurred a fee to Corporate Management Advisors, Inc. ("CMA") of $10.2 million for Fiscal 2019, $9.8 million for Fiscal 2018 and $8.3 million for Fiscal 2017. At April 27, 2019, management fees payable to CMA were $2.4 million. See Note 5 of Notes to Consolidated Financial Statements.

Cash Flows
During Fiscal 2019, $139.4 million was provided by operating activities, $38.3 million was used in investing activities and $134.8 million was used in financing activities. Cash provided by operating activities decreased $15.3 million primarily due to lower net income and increased working capital. Cash used in investing activities increased due to increased capital expenditures to support volume growth. Cash used in financing activities includes the $135.2 million ($2.90 per share) special cash dividend paid on January 29, 2019.

During Fiscal 2018, $154.7 million was provided by operating activities, $31.9 million was used in investing activities and $69.3 million was used in financing activities. Cash provided by operating activities increased $40.5 million primarily due to increased earnings offset in part by increased working capital. Cash used in investing activities increased due to increased capital expenditures. Spending on property, plant and equipment exceeded depreciation expense, our typical investment level, in order to support volume growth. Cash used in financing activities includes the $69.9 million ($1.50 per share) special cash dividend paid on August 4, 2017.

Financial Position

During Fiscal 2019, our working capital decreased to $224.4 million from $248.3 million at April 29, 2018. The decrease in working capital resulted from lower cash and equivalents due to the January 2019 cash dividend, primarily offset by higher inventory and lower accounts payable. Trade receivables increased $500,000 and days sales outstanding increased to 32.2 days from 31.4 days. Inventories increased $9.8 million or 16.1% as a result of increased finished goods and raw materials. Annual inventory turns decreased to 8.8 from 9.5 times. As of April 27, 2019, the current ratio was 3.3 to 1 compared to 3.4 to 1 at April 28, 2018.

During Fiscal 2018, our working capital increased to $248.3 million from $181.1 million at April 29, 2017. The increase in working capital resulted from higher cash, trade receivables and inventory, partially offset by higher accounts payable and accrued liabilities. Trade receivables increased $13.0 million or 18.3% due to increased sales, and days sales outstanding increased to 31.4 days from 30.6 days. Inventories increased $7.6 million or 14.2% as a result of increased finished goods and raw materials to support sales increases. Annual inventory turns remained unchanged at 9.5 times. As of April 28, 2018, the current ratio was 3.4 to 1 compared to 3.1 to 1 at April 29, 2017.

CONTRACTUAL OBLIGATIONS

Contractual obligations at April 27, 2019 are payable as follows:

	(In thousands)				
	Total	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years
Operating leases	$ 52,037	$ 16,105	$ 21,978	$ 12,251	$ 1,703
Purchase commitments	19,874	17,485	2,060	329	-
Total	$ 71,911	$ 33,590	$ 24,038	$ 12,580	$ 1,703

We contribute to certain pension plans under collective bargaining agreements and to a discretionary profit sharing plan. Annual contributions were $3.8 million for Fiscal 2019, $3.4 million for Fiscal 2018 and $3.1 million for Fiscal 2017. See Note 10 of Notes to Consolidated Financial Statements.

We maintain self-insured and deductible programs for certain liability, medical and workers' compensation exposures. Other long-term liabilities include known claims and estimated incurred but not reported claims not otherwise covered by insurance, based on actuarial assumptions and historical claims experience. Since the timing and amount of claim payments vary significantly, we are not able to reasonably estimate future payments for specific periods and therefore such payments have not been included in the table above. Standby letters of credit aggregating $2.1 million have been issued in connection with our self-insurance programs. These standby letters of credit expire through June 2020 and are expected to be renewed.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results. We believe that the critical accounting policies described in the following paragraphs comprise the most significant estimates and assumptions used in the preparation of our consolidated financial statements. For these policies, we caution that future events rarely develop exactly as estimated and the best estimates routinely require adjustment.

Credit Risk
We sell products to a variety of customers and extend credit based on an evaluation of each customer's financial condition, generally without requiring collateral. Exposure to credit losses varies by customer principally due to the financial condition of each customer. We monitor our exposure to credit losses and maintain allowances for anticipated losses based on specific customer circumstances, credit conditions and historical write-offs.

Impairment of Long-Lived Assets
All long-lived assets, excluding goodwill and intangible assets not subject to amortization, are evaluated for impairment on the basis of undiscounted cash flows whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impaired asset is written down to its estimated fair value based on the best information available. Estimated fair value is generally measured by discounting future cash flows. Goodwill and intangible assets not subject to amortization are evaluated for impairment annually or sooner if we believe such assets may be impaired. An impairment loss is recognized if the carrying amount or, for goodwill, the carrying amount of its reporting unit, is greater than its fair value.

Income Taxes
Our effective income tax rate is based on estimates of taxes which will ultimately be payable. Deferred taxes are recorded to give recognition to temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. Valuation allowances are established to reduce the carrying amounts of deferred tax assets when it is deemed, more likely than not, that the benefit of deferred tax assets will not be realized.

Insurance Programs
We maintain self-insured and deductible programs for certain liability, medical and workers' compensation exposures. Accordingly, we accrue for known claims and estimated incurred but not reported claims not otherwise covered by insurance based on actuarial assumptions and historical claims experience.

Revenue Recognition
We recognize revenue upon delivery to our customers, based on written sales terms that do not allow a right of return except in rare instances. Our products are typically sold on credit, however smaller direct-store delivery accounts may be sold on a cash basis. Our credit terms normally require payment within 30 days of delivery and may allow discounts for early payment. We estimate and reserve for bad debt exposure based on our experience with past due accounts, collectability and our analysis of customer data.

We offer various sales incentive arrangements to our customers that require customer performance or achievement of certain sales volume targets. Sales incentives are accrued over the period of benefit or expected sales. When the incentive is paid in advance, the aggregate incentive is recorded as a prepaid and amortized over the period of benefit. The recognition of these incentives involves the use of judgment related to performance and sales volume estimates that are made based on historical experience and other factors. Sales incentives are accounted for as a reduction of sales and actual amounts ultimately realized may vary from accrued amounts. Such differences are recorded once determined and have historically not been significant. We adopted ASU 2014-09, *Revenue from Contracts with Customers*, and its amendments on April 29, 2018. See Note 1 to our consolidated financial statements.

FORWARD-LOOKING STATEMENTS

National Beverage and its representatives may make written or oral statements relating to future events or results relative to our financial, operational and business performance, achievements, objectives and strategies. These statements are "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995 and include statements contained in this report and other filings with the Securities and Exchange Commission and in reports to our stockholders. Certain statements including, without limitation, statements containing the words "believes," "anticipates," "intends," "plans," "expects," and "estimates" constitute "forward-looking statements" and involve known and unknown risk, uncertainties and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the following: general economic and business conditions, pricing of competitive products, success of new product and flavor introductions, fluctuations in the costs of raw materials and packaging supplies, ability to pass along cost increases to our customers, labor strikes or work stoppages or other interruptions in the employment of labor, continued retailer support for our products, changes in brand image, consumer preferences and our success in creating products geared toward consumers' tastes, success in implementing business strategies, changes in business strategy or development plans, government regulations, taxes or fees imposed on the sale of our products, unfavorable weather conditions, litigation risk and other factors referenced in this report, filings with the Securities and Exchange Commission and other reports to our stockholders. We disclaim an obligation to update any such factors or to publicly announce the results of any revisions to any forward-looking statements contained herein to reflect future events or developments.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodities

We purchase various raw materials, including aluminum cans, plastic bottles, high fructose corn syrup, corrugated packaging and juice concentrates, the prices of which fluctuate based on commodity market conditions. Our ability to recover increased costs through higher pricing may be limited by the competitive environment in which we operate. At times, we manage our exposure to this risk through the use of supplier pricing agreements that enable us to establish all, or a portion of, the purchase prices for certain raw materials. Additionally, we use derivative financial instruments to partially mitigate our exposure to changes in certain raw material costs. See Note 6 of Notes to Consolidated Financial Statements.

Interest Rates

At April 27, 2019, the Company had no borrowings outstanding. We had no debt-related interest rate exposure during Fiscal 2019.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	April 27, 2019	April 28, 2018
Assets		
Current assets:		
Cash and equivalents	$ 156,200	$ 189,864
Trade receivables - net	84,841	84,360
Inventories - net	70,702	60,920
Prepaid and other assets	9,714	17,823
Total current assets	321,457	352,967
Property, plant and equipment - net	111,316	85,807
Goodwill	13,145	13,145
Intangible assets	1,615	1,615
Other assets	4,660	5,298
Total assets	$ 452,193	$ 458,832
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 66,202	$ 74,853
Accrued liabilities	30,433	29,718
Income taxes payable	402	99
Total current liabilities	97,037	104,670
Deferred income taxes - net	15,987	14,502
Other liabilities	7,560	8,220
Shareholders' equity:		
Preferred stock, $1 par value - 1,000,000 shares authorized Series C - 150,000 shares issued	150	150
Common stock, $.01 par value - 200,000,000 shares authorized; 50,678,084 shares (2019) and 50,650,784 shares (2018) issued	507	507
Additional paid-in capital	37,065	36,358
Retained earnings	313,430	307,824
Accumulated other comprehensive income (loss)	(1,543)	4,601
Treasury stock - at cost:		
Series C preferred stock - 150,000 shares	(5,100)	(5,100)
Common stock - 4,032,544 shares	(12,900)	(12,900)
Total shareholders' equity	331,609	331,440
Total liabilities and shareholders' equity	$ 452,193	$ 458,832

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)

	Fiscal Year Ended		
	April 27, 2019	April 28, 2018	April 29, 2017
Net sales	$ 1,014,105	$ 975,734	$ 826,918
Cost of sales	629,755	584,599	500,841
Gross profit	384,350	391,135	326,077
Selling, general and administrative expenses	204,415	186,947	163,600
Interest expense	202	201	189
Other income - net	(4,144)	(1,502)	(537)
Income before income taxes	183,877	205,489	162,825
Provision for income taxes	43,024	55,715	55,780
Net income	$ 140,853	$ 149,774	$ 107,045
Earnings per common share:			
Basic	$ 3.02	$ 3.21	$ 2.30
Diluted	$ 3.00	$ 3.19	$ 2.29
Weighted average common shares outstanding:			
Basic	46,633	46,598	46,564
Diluted	46,917	46,921	46,770

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Fiscal Year Ended		
	April 27, 2019	April 28, 2018	April 29, 2017
Net income	$ 140,853	$ 149,774	$ 107,045
Other comprehensive income (loss), net of tax:			
Cash flow hedges	(6,318)	5,227	1,110
Other	174	(22)	93
Total	(6,144)	5,205	1,203
Comprehensive income	$ 134,709	$ 154,979	$ 108,248

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands)

	Fiscal Year Ended					
	April 27, 2019		April 28, 2018		April 29, 2017	
	Shares	Amount	Shares	Amount	Shares	Amount
Series C Preferred Stock						
Beginning and end of year	150	$ 150	150	$ 150	150	$ 150
Series D Preferred Stock						
Beginning of year	-	-	-	-	-	-
Series D preferred redeemed	-	-	-	-	-	-
End of year	-	-	-	-	-	-
Common Stock						
Beginning of year	50,651	507	50,616	506	50,589	506
Stock options exercised	27	-	35	1	27	-
End of year	50,678	507	50,651	507	50,616	506
Additional Paid-In Capital						
Beginning of year		36,358		35,638		34,570
Series D preferred redeemed		-		-		-
Stock options exercised		456		559		365
Stock-based compensation		251		161		208
Stock-based tax benefits		-		-		495
End of year		37,065		36,358		35,638
Retained Earnings						
Beginning of year		307,824		227,928		190,733
Net income		140,853		149,774		107,045
Common stock cash dividend		(135,247)		(69,878)		(69,850)
End of year		313,430		307,824		227,928
Accumulated Other Comprehensive (Loss) Income						
Beginning of year		4,601		(604)		(1,807)
Cash flow hedges		(6,318)		5,227		1,110
Other		174		(22)		93
End of year		(1,543)		4,601		(604)
Treasury Stock - Series C Preferred						
Beginning and end of year	150	(5,100)	150	(5,100)	150	(5,100)
Treasury Stock - Common						
Beginning and end of year	4,033	(12,900)	4,033	(12,900)	4,033	(12,900)
Total Shareholders' Equity		$ 331,609		$ 331,440		$ 245,618

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year Ended		
	April 27, 2019	April 28, 2018	April 29, 2017
Operating Activities:			
Net income	$ 140,853	$ 149,774	$ 107,045
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	15,439	13,226	12,834
Deferred income tax provision	3,351	676	1,358
Loss on disposal of property, net	12	149	72
Stock-based compensation	251	161	208
Stock-based tax benefits	-	-	495
Changes in assets and liabilities:			
Trade receivables	(481)	(13,041)	(10,273)
Inventories	(9,782)	(7,565)	(5,433)
Prepaid and other assets	(2,806)	(5,437)	(2,205)
Accounts payable	(8,651)	16,753	8,709
Accrued and other liabilities	1,256	25	1,457
Net cash provided by operating activities	139,442	154,721	114,267
Investing Activities:			
Additions to property, plant and equipment	(38,333)	(31,974)	(14,015)
Proceeds from sale of property, plant and equipment	18	63	28
Net cash used in investing activities	(38,315)	(31,911)	(13,987)
Financing Activities:			
Dividends paid on common stock	(135,247)	(69,878)	(69,850)
Proceeds from stock options exercised	456	560	365
Net cash used in financing activities	(134,791)	(69,318)	(69,485)
Net (Decrease) Increase in Cash and Equivalents	(33,664)	53,492	30,795
Cash and Equivalents - Beginning of Year	189,864	136,372	105,577
Cash and Equivalents - End of Year	$ 156,200	$ 189,864	$ 136,372
Other Cash Flow Information:			
Interest paid	$ 51	$ 101	$ 202
Income taxes paid	$ 36,833	$ 56,737	$ 55,901

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

National Beverage Corp. innovatively develops, produces, markets and sells a distinctive portfolio of sparkling waters, juices, energy drinks and carbonated soft drinks primarily in the United States and Canada. Incorporated in Delaware in 1985, National Beverage Corp. is a holding company for various operating subsidiaries. When used in this report, the terms "we," "us," "our," "Company" and "National Beverage" mean National Beverage Corp. and its subsidiaries.

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("GAAP") and rules and regulations of the Securities and Exchange Commission. The consolidated financial statements include the accounts of National Beverage Corp. and all subsidiaries. All significant intercompany transactions and accounts have been eliminated. Our fiscal year ends the Saturday closest to April 30 and, as a result, an additional week is added every five or six years. All fiscal years presented consisted of 52 weeks.

Cash and Equivalents
Cash and equivalents are comprised of cash and highly liquid securities (consisting primarily of short-term money-market investments) with an original maturity of three months or less.

Derivative Financial Instruments
We use derivative financial instruments to partially mitigate our exposure to changes in certain raw material costs. All derivative financial instruments are recorded at fair value in our Consolidated Balance Sheets. We do not use derivative financial instruments for trading or speculative purposes. Credit risk related to derivative financial instruments is managed by requiring high credit standards for counterparties and frequent cash settlements. See Note 6.

Earnings Per Common Share
Basic earnings per common share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is calculated in a similar manner, but includes the dilutive effect of stock options amounting to 284,000 shares in Fiscal 2019, 323,000 shares in Fiscal 2018 and 206,000 shares in Fiscal 2017.

Fair Value
The estimated fair values of derivative financial instruments are calculated based on market rates to settle the instruments. These values represent the estimated amounts we would receive upon sale, taking into consideration current market prices and credit worthiness. See Note 6.

Impairment of Long-Lived Assets

All long-lived assets, excluding goodwill and intangible assets not subject to amortization, are evaluated for impairment on the basis of undiscounted cash flows whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impaired asset is written down to its estimated fair market value based on the best information available. Estimated fair value is generally measured by discounting future cash flows. Goodwill and intangible assets not subject to amortization are evaluated for impairment annually or sooner if we believe such assets may be impaired. An impairment loss is recognized if the carrying amount or, for goodwill, the carrying amount of its reporting unit, is greater than its fair value.

Income Taxes

Our effective income tax rate is based on estimates of taxes which will ultimately be payable. Deferred taxes are recorded to give recognition to temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. Valuation allowances are established to reduce the carrying amounts of deferred tax assets when it is deemed, more likely than not, that the benefit of deferred tax assets will not be realized.

Insurance Programs

We maintain self-insured and deductible programs for certain liability, medical and workers' compensation exposures. Accordingly, we accrue for known claims and estimated incurred but not reported claims not otherwise covered by insurance based on actuarial assumptions and historical claims experience. At April 27, 2019 and April 28, 2018, other liabilities included accruals of $5.7 million and $6.5 million, respectively, for estimated non-current risk retention exposures, of which $4.3 million and $5.0 million were covered by insurance.

Intangible Assets

Intangible assets as of April 27, 2019 and April 28, 2018 consisted of non-amortizable trademarks.

Inventories

Inventories are stated at the lower of first-in, first-out cost or market. Inventories at April 27, 2019 were comprised of finished goods of $48.7 million and raw materials of $22.0 million. Inventories at April 28, 2018 were comprised of finished goods of $37.6 million and raw materials of $23.3 million.

Marketing Costs

We utilize a variety of marketing programs, including cooperative advertising programs with customers, to advertise and promote our products to consumers. Marketing costs are expensed when incurred, except for prepaid advertising and production costs which are expensed when the advertising takes place. Marketing costs, which are included in selling, general and administrative expenses, totaled $55.3 million in Fiscal 2019, $49.7 million in Fiscal 2018 and $44.9 million in Fiscal 2017.

New Accounting Pronouncements - adopted

In February 2018, the FASB issued Accounting Standards Update 2018-02, "Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02"). This update permits the impact of lower corporate income tax rates related to items classified in accumulated other comprehensive income to be reclassified directly to retained earnings. We adopted ASU 2018-02 effective for our third quarter ended January 27, 2018. We elected not to reclassify the income tax effects of the Tax Cuts and Jobs Act from accumulated other comprehensive income to retained earnings.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 requires an entity to recognize revenue in an amount that reflects the consideration it expects to receive in exchange for goods or services. We adopted the revenue recognition standard as of April 29, 2018 using the modified retrospective approach for all contracts at the date of initial adoption. Upon adoption of the guidance, there was no material impact to the Company's consolidated financial statements.

New Accounting Pronouncements – not yet adopted

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, "Leases" ("ASU 2016-02"). ASU 2016-02 requires the lease rights and obligations arising from lease contracts, including existing and new arrangements, to be recognized as assets and liabilities on the balance sheet. In March 2018, the FASB approved a new optional transition method that provided the option to use the effective date as the date of initial application on transition. We plan to elect this transition method, and as a result, we intend to recognize the new accounting standard prospectively as of the effective date. ASU 2016-02 is effective for our fiscal year beginning April 28, 2019. While we are substantially complete with the process of quantifying the impacts that will result from applying the new guidance, our assessment will be finalized during the first quarter of fiscal year 2020. We anticipate that the impact of adopting ASU 2016-02 will result in the recognition in our consolidated balance sheet of right to use assets, and liabilities for operating lease obligations approximating 10% of total assets, subject to completion of our assessment. We do not expect the new standard to have a material impact on the Company's consolidated statement of income. As the impact of this standard is non-cash in nature, we do not anticipate its adoption having an impact on the Company's consolidated statement of cash flows.

In August 2017, the FASB issued Accounting Standards Update 2017-12, "Targeted Improvements to Accounting for Hedge Activities" ("ASU 2017-12"). This amendment simplifies the application of hedge accounting and enables companies to better portray the economics of risk management activities in their financial statements. ASU 2017-12 is effective for our fiscal year beginning April 28, 2019. We are currently evaluating the potential impact of adopting this guidance on our consolidated financial statements.

Property, Plant and Equipment
Property, plant and equipment are recorded at cost. Additions, replacements and betterments are capitalized, while maintenance and repairs that do not extend the useful life of an asset are expensed as incurred. Depreciation is recorded using the straight-line method over estimated useful lives of 5 to 30 years for buildings and improvements and 3 to 15 years for machinery and equipment. Leasehold improvements are amortized using the straight-line method over the shorter of the remaining lease term or the estimated useful life of the improvement. When assets are retired or otherwise disposed, the cost and accumulated depreciation are removed from the respective accounts and any related gain or loss is recognized.

Revenue Recognition
We recognize revenue upon delivery to our customers, based on written sales terms that do not allow a right of return except in rare instances. Our products are typically sold on credit, however smaller accounts are sold on a cash basis. Our credit terms typically require payment within 30 days of delivery and may allow discounts for early payment. We estimate and reserve for bad debt exposure based on our experience with past due accounts, collectability and our analysis of customer data.

We offer various sales incentive arrangements to our customers that require customer performance or achievement of certain sales volume targets. Sales incentives are accrued over the period of benefit or expected sales volume. When the incentive is paid in advance, the aggregate incentive is recorded as a prepaid and amortized over the period of benefit. The recognition of these incentives involves the use of judgment related to performance and sales volume estimates that are made based on historical experience and other factors. Sales incentives are accounted for as a reduction of sales and actual amounts ultimately realized may vary from accrued amounts. Such differences are recorded once determined and have historically not been significant. We adopted ASU 2014-09, *Revenue from Contracts with Customers*, and its amendments on April 29, 2018 using the modified retrospective approach, with no material impact to the consolidated financial statements.

Segment Reporting
We operate as a single operating segment for purposes of presenting financial information and evaluating performance. As such, the accompanying consolidated financial statements present financial information in a format that is consistent with the internal financial information used by management. We do not accumulate revenues by product classification and, therefore, it is impractical to present such information.

Shipping and Handling Costs
Shipping and handling costs are reported in selling, general and administrative expenses in the accompanying consolidated statements of income. Such costs aggregated $72.4 million in Fiscal 2019, $63.3 million in Fiscal 2018 and $50.0 million in Fiscal 2017. Although our classification is consistent with many beverage companies, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales.

Stock-Based Compensation
Compensation expense for stock-based compensation awards is recognized over the vesting period based on the grant-date fair value estimated using the Black-Scholes model. See Note 9.

Trade Receivables
We record trade receivables at net realizable value, which includes an estimated allowance for doubtful accounts. We extend credit based on an evaluation of each customer's financial condition, generally without requiring collateral. Exposure to credit losses varies by customer principally due to the financial condition of each customer. We monitor our exposure to credit losses and maintain allowances for anticipated losses based on our experience with past due accounts, collectability and our analysis of customer data. Activity in the allowance for doubtful accounts was as follows:

	(In thousands)		
	Fiscal 2019	Fiscal 2018	Fiscal 2017
Balance at beginning of year	$ 452	$ 468	$ 484
Net charge to expense	87	34	74
Net charge-off	(23)	(50)	(90)
Balance at end of year	$ 516	$ 452	$ 468

As of April 27, 2019 and April 28, 2018, we did not have any customer that comprised more than 10% of trade receivables. No one customer accounted for more than 10% of net sales during any of the last three fiscal years.

Use of Estimates
The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and anticipated future actions, actual results may vary from reported amounts.

2. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as of April 27, 2019 and April 28, 2018 consisted of the following:

	(In thousands)	
	2019	2018
Land	$ 9,835	$ 9,500
Buildings and improvements	58,291	56,947
Machinery and equipment	222,243	194,241
Total	290,369	260,688
Less accumulated depreciation	(179,053)	(174,881)
Property, plant and equipment – net	$ 111,316	$ 85,807

Depreciation expense was $12.8 million for Fiscal 2019, $11.1 million for Fiscal 2018 and $10.7 million for Fiscal 2017.

3. ACCRUED LIABILITIES

Accrued liabilities as of April 27, 2019 and April 28, 2018 consisted of the following:

	(In thousands)	
	2019	2018
Accrued compensation	$ 9,506	$ 9,790
Accrued promotions	6,449	7,011
Accrued freight	4,387	5,984
Accrued Insurance	3,780	2,256
Other	6,311	4,677
Total	$ 30,433	$ 29,718

4. DEBT

At April 27, 2019, a subsidiary of the Company maintained unsecured revolving credit facilities with banks aggregating $100 million (the "Credit Facilities"). The Credit Facilities expire from October 3, 2020 to June 18, 2021 and any borrowings would currently bear interest at .9% above one-month LIBOR. There were no borrowings outstanding under the Credit Facilities at April 27, 2019 or April 28, 2018. At April 27, 2019, $2.1 million of the Credit Facilities was reserved for standby letters of credit and $97.9 million was available for borrowings.

The Credit Facilities require the subsidiary to maintain certain financial ratios, including debt to net worth and debt to EBITDA (as defined in the Credit Facilities), and contain other restrictions, none of which are expected to have a material effect on our operations or financial position. At April 27, 2019, we were in compliance with all loan covenants.

5. CAPITAL STOCK AND TRANSACTIONS WITH RELATED PARTIES

The Company paid a special cash dividend on Common Stock of $135.2 million ($2.90 per share) on January 29, 2019 and $69.9 million ($1.50 per share) on August 4, 2017 and January 27, 2017.

The Company is authorized under its stock buyback program to repurchase 1.6 million shares of Common Stock. As of April 27, 2019, 502,060 shares were purchased under the program and 1,097,940 shares were available for purchase. No shares of Common Stock have been repurchased during the last three fiscal years.

The Company is a party to a management agreement with Corporate Management Advisors, Inc. ("CMA"), a corporation owned by our Chairman and Chief Executive Officer. This agreement was originated in 1991 for the efficient use of management of two public companies at the time. In 1994, one of those public entities, through a merger, no longer was managed in this manner. Under the terms of the agreement, CMA provides, subject to the direction and supervision of the Board of Directors of the Company, (i) senior corporate functions (including supervision of the Company's financial, legal, executive recruitment, internal audit and information systems departments) as well as the services of a Chief Executive Officer and Chief Financial Officer, and (ii) services in connection with acquisitions, dispositions and financings by the Company, including identifying and profiling acquisition candidates, negotiating and structuring potential transactions and arranging financing for any such transaction. CMA, through its personnel, also provides, to the extent possible, the stimulus and creativity to develop an innovative and dynamic persona for the Company, its products and corporate image. In order to fulfill its obligations under the management agreement, CMA employs numerous individuals, who, acting as a unit, provide management, administrative and creative functions for the Company. The management agreement provides that the Company will pay CMA an annual base fee equal to one percent of the consolidated net sales of the Company, and further provides that the Compensation and Stock Option Committee and the Board of Directors may from time to time award additional incentive compensation to CMA or its personnel. The Board of Directors on numerous occasions contemplated incentive compensation and since the inception of this agreement, no incentive compensation has been paid. We incurred management fees to CMA of $10.2 million for Fiscal 2019, $9.8 million for Fiscal 2018 and $8.3 million for Fiscal 2017. Included in accounts payable were amounts due CMA of $2.4 million at April 27, 2019 and $2.4 million at April 28, 2018.

6. DERIVATIVE FINANCIAL INSTRUMENTS

From time to time, we enter into aluminum swap contracts to partially mitigate our exposure to changes in the cost of aluminum cans. Such financial instruments are designated and accounted for as cash flow hedges. Accordingly, gains or losses attributable to the effective portion of the cash flow hedges are reported in Accumulated Other Comprehensive Income (Loss) ("AOCI") and reclassified into cost of sales in the period in which the hedged transaction affects earnings. The ineffective portion of the change in fair value of our cash flow hedge was immaterial. The following summarizes the gains (losses) recognized in the Consolidated Statements of Income and AOCI relative to the cash flow hedges for Fiscal 2019, Fiscal 2018 and Fiscal 2017:

	(In thousands)		
	Fiscal 2019	Fiscal 2018	Fiscal 2017
Recognized in AOCI-			
(Loss) gain before income taxes	$ (6,138)	$ 9,498	$ (984)
Less income tax (benefit) provision	(1,468)	3,085	(365)
Net	(4,670)	6,413	(619)
Reclassified from AOCI to cost of sales-			
Gain (loss) before income taxes	2,100	2,569	(2,749)
Less income tax provision (benefit)	452	1,383	(1,020)
Net	1,648	1,186	(1,729)
Net change to AOCI	$ (6,318)	$ 5,227	$ 1,110

As of April 27, 2019, the notional amount of our outstanding aluminum swap contracts was $41.5 million and, assuming no change in the commodity prices, $2.0 million of unrealized loss before tax will be reclassified from AOCI and recognized in cost of sales over the next 12 months. See Note 1.

As of April 27, 2019, the fair value of the derivative liability was $2.0 million, which was included in accrued liabilities. As of April 28, 2018, the fair value of the derivative asset was $6.2 million, which was included in prepaid and other assets. Such valuation does not entail a significant amount of judgment and the inputs that are significant to the fair value measurement are Level 2 as defined by the fair value hierarchy as they are observable market based inputs or unobservable inputs that are corroborated by market data.

7. INCOME TAXES

The provision for income taxes consisted of the following:

	(In thousands)		
	Fiscal 2019	Fiscal 2018	Fiscal 2017
Current	$ 39,673	$ 55,039	$ 54,422
Deferred	3,351	676	1,358
Total	$ 43,024	$ 55,715	$ 55,780

Deferred taxes are recorded to give recognition to temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. Valuation allowances are established to reduce the carrying amounts of deferred tax assets when it is deemed more likely than not that the benefit of deferred tax assets will not be realized. Deferred tax assets and liabilities as of April 27, 2019 and April 28, 2018 consisted of the following:

	(In thousands)	
	2019	2018
Deferred tax assets:		
Accrued expenses and other	$ 3,705	$ 2,900
Inventory and amortizable assets	265	331
Total deferred tax assets	3,970	3,231
Deferred tax liabilities:		
Property	18,505	14,858
Intangibles and other	1,452	2,875
Total deferred tax liabilities	19,957	17,733
Net deferred tax liabilities	$ 15,987	$ 14,502

The reconciliation of the statutory federal income tax rate to our effective tax rate is as follows:

	Fiscal 2019	Fiscal 2018	Fiscal 2017
Statutory federal income tax rate	21.0%	30.4%	35.0%
State income taxes, net of federal benefit	2.9	2.4	2.2
Domestic manufacturing deduction benefit	-	(2.4)	(3.0)
Remeasurement of deferred taxes	-	(2.9)	-
Other differences	(.5)	(.4)	.1
Effective income tax rate	23.4%	27.1%	34.3%

As of April 27, 2019, the gross amount of unrecognized tax benefits was $1.9 million and $116,000 was recognized as tax expense in Fiscal 2019. If we were to prevail on all uncertain tax positions, the net effect would be to reduce our tax expense by approximately $1.5 million. A reconciliation of the changes in the gross amount of unrecognized tax benefits, which amounts are included in other liabilities in the accompanying consolidated balance sheets, is as follows:

	(In thousands)		
	Fiscal 2019	Fiscal 2018	Fiscal 2017
Beginning balance	$ 1,733	$ 1,743	$ 1,678
Increases due to current period tax positions	139	204	150
Decreases due to lapse of statute of limitations and audit resolutions	(4)	(214)	(85)
Ending balance	$ 1,868	$ 1,733	$ 1,743

We recognize accrued interest and penalties related to unrecognized tax benefits in income tax expense. As of April 27, 2019, unrecognized tax benefits included accrued interest of $253,000, of which approximately $15,000 was recognized as tax expense in Fiscal 2019.

On December 22, 2017, the Tax Cuts and Jobs Act (the "Tax Act") was enacted into law. The Tax Act made changes to the U.S. tax code, including reducing the U.S. federal tax rate from 35% to 21% effective January 1, 2018. The phasing in of the lower corporate income tax rate results in a blended federal statutory rate of 30.4% for our fiscal 2018, compared with the previous 35% rate. Included in the effective tax rate for Fiscal 2018 is a one-time adjustment reducing income tax expense to remeasure previous deferred tax liabilities of $4.3 million.

We file annual income tax returns in the United States and in various state and local jurisdictions. A number of years may elapse before an uncertain tax position, for which we have unrecognized tax benefits, is resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our unrecognized tax benefits reflect the most probable outcome. We adjust these unrecognized tax benefits, as well as the related interest, in light of changing facts and circumstances. The resolution of any particular uncertain tax position could require the use of cash and an adjustment to our provision for income taxes in the period of resolution. Federal income tax returns for fiscal years subsequent to 2016 are subject to examination. Generally, the income tax returns for the various state jurisdictions are subject to examination for fiscal years ending after fiscal 2012.

8. LEGAL PROCEEDINGS

The Company has been named a defendant in certain legal proceedings, including derivative and class action complaints. Company counsel has asserted various meritorious defenses and is vigorously defending these matters. Certain of these complaints include allegations that the Company's LaCroix branded products contain synthetic ingredients and thereby violate specific state consumer protection statutes and other laws. The Company believes the litigation is without merit and will not have a material adverse effect on the Company's financial position, cash flows or results of operations.

9. STOCK-BASED COMPENSATION

Our stock-based compensation program is a broad-based program designed to attract and retain personnel while also aligning participants' interests with the interests of the shareholders.

The 1991 Omnibus Incentive Plan (the "Omnibus Plan") provides for compensatory awards consisting of (i) stock options or stock awards for up to 4,800,000 shares of common stock, (ii) stock appreciation rights, dividend equivalents, other stock-based awards in amounts up to 4,800,000 shares of common stock and (iii) performance awards consisting of any combination of the above. The Omnibus Plan is designed to provide an incentive to officers and certain other key employees and consultants by making available to them an opportunity to acquire a proprietary interest or to increase such interest in National Beverage. The number of shares or options which may be issued under stock-based awards to an individual is limited to 1,680,000 during any year. Awards may be granted for no cash consideration or such minimal cash consideration as may be required by law. Options generally have an exercise price equal to the fair market value of our common stock on the date of grant, vest over a five-year period and expire after ten years.

The Special Stock Option Plan provides for the issuance of stock options to purchase up to an aggregate of 1,800,000 shares of common stock. Options may be granted for such consideration as determined by the Board of Directors. The vesting schedule and exercise price of these options are tied to the recipient's ownership level of common stock and the terms generally allow for the reduction in exercise price upon each vesting period. Also, the Board of Directors authorized the issuance of options to purchase up to 50,000 shares of common stock to be issued at the direction of the Chairman.

The Key Employee Equity Partnership Program ("KEEP Program") provides for the granting of stock options to purchase up to 240,000 shares of common stock to key employees, consultants, directors and officers. Participants who purchase shares of stock in the open market receive grants of stock options equal to 50% of the number of shares purchased, up to a maximum of 6,000 shares in any two-year period. Options under the KEEP Program are forfeited in the event of the sale of shares used to acquire such options. Options are granted at an initial exercise price of 60% of the purchase price paid for the shares acquired and the exercise price reduces to the stock par value at the end of the six-year vesting period.

We account for stock options under the fair value method of accounting using a Black-Scholes valuation model to estimate the stock option fair value at date of grant. The fair value of stock options is amortized to expense over the vesting period. Stock options for 9,000 shares were granted in Fiscal 2019, 500 shares in Fiscal 2018 and no shares in Fiscal 2017. The weighted average Black-Scholes fair value assumptions for stock options granted are as follows: weighted average expected life of 8.0 years for Fiscal 2019 and 8.0 years for Fiscal 2018; weighted average expected volatility of 21.7% for Fiscal 2019 and 23.8% for Fiscal 2018; weighted average risk free interest rates of 2.6% for Fiscal 2019 and 2.4% for Fiscal 2018; and expected dividend yield of 1.6% for Fiscal 2019 and 1.6% for Fiscal 2018. The expected life of stock options was estimated based on historical experience. The expected volatility was estimated based on historical stock prices for a period consistent with the expected life of stock options. The risk free interest rate was based on the U.S. Treasury constant maturity interest rate whose term is consistent with the expected life of stock options. There were no forfeitures estimated in Fiscal 2019 and Fiscal 2018.

The following is a summary of stock option activity for Fiscal 2019:

	Number of Shares	Price [a]
Options outstanding, beginning of year	344,945	$10.84
Granted	9,000	40.03
Exercised	(27,300)	16.70
Cancelled	(4,200)	14.17
Options outstanding, end of year	322,445	11.14
Options exercisable, end of year	230,259	9.16

[a] Weighted average exercise price.

Stock-based compensation expense was $251,000 for Fiscal 2019, $161,000 for Fiscal 2018 and $208,000 for Fiscal 2017. The total fair value of shares vested was $127,000 for Fiscal 2019, $140,000 for Fiscal 2018 and $362,000 for Fiscal 2017. The total intrinsic value for stock options exercised was $2.2 million for Fiscal 2019, $3.0 million for Fiscal 2018 and $1.5 million for Fiscal 2017. Net cash proceeds from the exercise of stock options were $456,000 for Fiscal 2019, $560,000 for Fiscal 2018 and $365,000 for Fiscal 2017. Stock based income tax benefits aggregated $443,000 for Fiscal 2019, $886,000 for Fiscal 2018 and $495 million for Fiscal 2017. The weighted average fair value for stock options granted was $63.71 for Fiscal 2019.

As of April 27, 2019, unrecognized compensation expense related to the unvested portion of our stock options was $591,000, which is expected to be recognized over a weighted average period of 4.6 years. The weighted average remaining contractual term and the aggregate intrinsic value for options outstanding as of April 27, 2019 was 3.3 years and $14.9 million, respectively. The weighted average remaining contractual term and the aggregate intrinsic value for options exercisable as of April 28, 2018 was 4.4 years and $27.3 million, respectively.

We have a stock purchase plan which provides for the purchase of up to 1,536,000 shares of common stock by employees who (i) have been employed for at least two years, (ii) are not part-time employees and (iii) are not owners of five percent or more of our common stock. As of April 27, 2019, no shares have been issued under the plan.

10. PENSION PLANS

The Company contributes to certain pension plans under collective bargaining agreements and to a discretionary profit sharing plan. Annual contributions (including contributions to multi-employer plans reflected below) were $3.8 million for Fiscal 2019, $3.4 million for Fiscal 2018 and $3.1 million for Fiscal 2017.

The Company participates in three multi-employer defined benefit pension plans with respect to certain collective bargaining agreements. If the Company chooses to stop participating in the multi-employer plan or if other employers choose to withdraw to the extent that a mass withdrawal occurs, the Company could be required to pay the plan a withdrawal liability based on the underfunded status of the plan. During Fiscal 2017, a subsidiary of the Company reached a settlement with respect to a notification of withdrawal liability by one of the multi-employer pension plans not considered significant. The settlement did not have a material effect on its financial position, cash flows or results of operations.

Summarized below is certain information regarding the Company's participation in significant multi-employer pension plans including the financial improvement plan or rehabilitation plan status ("FIP/RP Status") and the zone status under the Pension Protection Act ("PPA"). The most recent PPA zone status available in Fiscal 2019 and Fiscal 2018 is for the plans' years ending December 31, 2017 and 2016, respectively.

	PPA Zone Status			
Pension Fund	Fiscal 2019	Fiscal 2018	FIP/RP Status	Surcharge Imposed
Central States, Southeast and Southwest Areas Pension Plan (EIN no. 36-6044243) (the "CSSS Fund")	Red	Red	Implemented	Yes
Western Conference of Teamsters Pension Trust Fund (EIN no. 91-6145047) (the "WCT Fund")	Green	Green	Not applicable	No

For the plan years ended December 31, 2017 and December 31, 2016, the Company was not listed in the Form 5500 Annual Returns as providing more than 5% of the total contributions for the above plans. The collective bargaining agreements for employees in the CSSS Fund and the WCT Fund expire on October 18, 2021 and May 14, 2021, respectively.

The Company's contributions for all multi-employer pension plans for the last three fiscal years are as follow:

	(In thousands)		
Pension Fund	Fiscal 2019	Fiscal 2018	Fiscal 2017
CSSS Fund	$ 1,465	$ 1,370	$ 1,262
WCT Fund	769	619	477
Other multi-employer pension funds	222	228	201
Total	$ 2,456	$ 2,217	$ 1,940

11. COMMITMENTS AND CONTINGENCIES

We lease buildings, machinery and equipment under various non-cancelable operating lease agreements expiring at various dates through 2029. Certain of these leases contain scheduled rent increases and/or renewal options. Contractual rent increases are taken into account when calculating the minimum lease payment and recognized on a straight-line basis over the lease term. Rent expense under operating lease agreements totaled $18.2 million for Fiscal 2019, $13.3 million for Fiscal 2018 and $12.0 million for Fiscal 2017.

Our minimum lease payments under non-cancelable operating leases as of April 27, 2019 were as follows:

	(In thousands)
Fiscal 2020	$ 16,105
Fiscal 2021	12,084
Fiscal 2022	9,894
Fiscal 2023	7,741
Fiscal 2024	4,510
Thereafter	1,703
Total minimum lease payments	$ 52,037

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We enter into various agreements with suppliers for the purchase of raw materials, the terms of which may include variable or fixed pricing and minimum purchase quantities. As of April 27, 2019, we had purchase commitments for raw materials of $12.7 million through 2022.

As of April 27, 2019, we had purchase commitments for plant and equipment of $ 7.1 million for Fiscal 2020.

From time to time, we are a party to various litigation matters and claims arising in the ordinary course of business. We do not expect the ultimate disposition of such matters to have a material adverse effect on our consolidated financial position or results of operations.

12. QUARTERLY FINANCIAL DATA (UNAUDITED)

	(In thousands, except per share amounts)			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal 2019				
Net sales	$ 292,590	$ 260,709	$ 220,892	$ 239,914
Gross profit	115,694	103,524	80,554	84,578
Net income	48,830	41,077	24,811	26,135
Earnings per common share – basic	$ 1.05	$ .88	$ .53	$ .56
Earnings per common share – diluted	$ 1.04	$ .88	$ .53	$ .56
Fiscal 2018				
Net sales	$ 259,832	$ 244,119	$ 227,477	$ 244,306
Gross profit	104,503	96,080	91,193	99,359
Net income	38,272	33,980	41,080	36,442
Earnings per common share – basic	$ .82	$ .73	$ .88	$ .78
Earnings per common share – diluted	$ .82	$ .72	$ .88	$ .78

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
National Beverage Corp.

Opinions on the Financial Statements and Internal Control Over Financial Reporting
We have audited the accompanying consolidated balance sheets of National Beverage Corp. (the Company) as of April 27, 2019 and April 28, 2018, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended April 27, 2019, and the related notes (collectively, the financial statements). We also have audited the Company’s internal control over financial reporting as of April 27, 2019, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of April 27, 2019 and April 28, 2018, and the results of its operations and its cash flows for each of the years in the three-year period ended April 27, 2019, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of April 27, 2019, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

Basis for Opinions
The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting
A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ RSM US LLP

We have served as the Company's auditor since 2006.

Fort Lauderdale, Florida
June 26, 2019

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, we carried out an evaluation, under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon that evaluation, the Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective to ensure information required to be disclosed by us in reports we file or submit under the Exchange Act are (1) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of April 27, 2019.

Management recognizes that there are inherent limitations in the effectiveness of any internal control over financial reporting, including the possibility of human error and the circumvention or overriding of internal control. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

RSM US LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report on Form 10-K and, as part of their audit, has issued their report, included herein, on the effectiveness of our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended April 27, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 will be included under the captions "Election of Directors", "Information as to Nominees and Other Directors", "Information Regarding Meetings and Committees of the Board" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's 2019 Proxy Statement and is incorporated herein by reference.

The following table sets forth certain information with respect to the officers of the Registrant as of April 27, 2019:

Name	Age	Position with Company
Nick A. Caporella[(1)]	83	Chairman of the Board and Chief Executive Officer
Joseph G. Caporella[(2)]	59	President
George R. Bracken[(3)]	73	Executive Vice President – Finance

(1) Mr. Nick A. Caporella has served as Chairman of the Board, Chief Executive Officer and Director since the Company's inception in 1985. Also, he serves as Chairman of the Nominating Committee. Since 1992, Mr. Caporella's services have been provided to the Company by Corporate Management Advisors, Inc., a company he owns.

(2) Mr. Joseph G. Caporella has served as President since September 2002 and, prior to that, as Executive Vice President and Secretary since January 1991. Also, he has served as a Director since January 1987. Joseph G. Caporella is the son of Nick A. Caporella.

(3) Mr. George R. Bracken has served as Executive Vice President - Finance since July 2012. Previously, he served as Senior Vice President – Finance from October 2000 to July 2012 and Vice President and Treasurer from October 1996 to October 2000. Since 1992, Mr. Bracken's services have been provided to the Company by Corporate Management Advisors, Inc.

All officers serve until their successors are chosen and may be removed at any time by the Board of Directors. Officers are normally appointed each year at the first meeting of the Board of Directors after the annual meeting of shareholders.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 will be included under the captions "Executive Compensation and Other Information" and "Compensation Committee Interlocks and Insider Participation" in the Company's 2019 Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 will be included under the captions "Security Ownership" and "Equity Compensation Plan Information" in the Company's 2019 Proxy Statement and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTION, AND DIRECTOR INDEPENDENCE

The information required by Item 13 will be included under the captions "Certain Relationships and Related Party Transactions" and "Information Regarding Meetings and Committees of the Board" in the Company's 2019 Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 will be included under the caption "Independent Auditors" in the Company's 2019 Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

	Page
1. Financial Statements	
2. Financial Statement Schedules	
Not applicable	
3. Exhibits	
See Exhibit Index which follows.	

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EXHIBIT INDEX

Exhibit No.	Description
3.1	Restated Certificate of Incorporation(1)
3.2	Amended and Restated By-Laws(2)
3.3	Certificate of Designation of the Special Series D Preferred Stock of the Company(3)
10.1	Management Agreement between the Company and Corporate Management Advisors, Inc.(4) *
10.2	National Beverage Corp. Investment and Profit Sharing Plan(5) *
10.3	National Beverage Corp. 1991 Omnibus Incentive Plan(4) *
10.4	National Beverage Corp. 1991 Stock Purchase Plan(4) *
10.5	Amendment No. 1 to the National Beverage Corp. Omnibus Incentive Plan(6) *
10.6	National Beverage Corp. Special Stock Option Plan(7) *
10.7	Amendment No. 2 to the National Beverage Corp. Omnibus Incentive Plan(8) *
10.8	National Beverage Corp. Key Employee Equity Partnership Program(8) *
10.9	Second Amended and Restated Credit Agreement, dated June 30, 2008, between NewBevCo, Inc. and lender therein(9)
10.10	Amendment to National Beverage Corp. Special Stock Option Plan(10) *
10.11	Amendment to National Beverage Corp. Key Employee Equity Partnership Program(10)*
10.12	First Amendment to Second Amended and Restated Credit Agreement, dated January 16, 2013, between NewBevCo, Inc. and lender therein(11)
10.13	Credit Agreement, dated June 18, 2015, between NewBevCo, Inc. and lender therein(12)
10.14	Second Amendment to Second Amended and Restated Credit Agreement, dated July 7, 2015, between NewBevCo, Inc. and lender therein(12)
10.15	Third Amendment to Second Amended and Restated Credit Agreement, dated June 29, 2017, between NewBevCo, Inc. and lender therein(13)
10.16	Amended and Restated Credit Agreement dated October 4, 2017 between NewBevCo. and lender therein (14)

Exhibit No.	Description
10.17	Credit Facility Renewal Agreement, dated April 26, 2018 between NewBevCo and lender therein(15)
21	Subsidiaries of Registrant(16)
23	Consent of Independent Registered Public Accounting Firm(16)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(16)
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(16)
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(16)
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(16)
101	The following financial information from National Beverage Corp.'s Annual Report on Form 10-K for the fiscal year ended April 27, 2019 is formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) the Notes to Consolidated Financial Statements.

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* Indicates management contract or compensatory plan or arrangement.

(1) Previously filed with the Securities and Exchange Commission as an exhibit to Schedule 14C information Statement dated June 26, 2018 and is incorporated herein by reference.

(2) Previously filed with the Securities and Exchange Commission as an exhibit to Form 8-K Current Report dated July 23, 2018 and is incorporated herein by reference.

(3) Previously filed with the Securities and Exchange Commission as an exhibit to Form 8-K Current Report dated January 31, 2013 and is incorporated herein by reference.

(4) Previously filed with the Securities and Exchange Commission as an exhibit to Amendment No. 1 to Form S-1 Registration Statement (File No. 33-38986) on July 26, 1991 and is incorporated herein by reference.

(5) Previously filed with the Securities and Exchange Commission as an exhibit to the Form S-1 Registration Statement (File No. 33-38986) on February 19, 1991 and is incorporated herein by reference.

(6) Previously filed with the Securities and Exchange Commission as an exhibit to Annual Report on Form 10-K for the fiscal year ended April 27, 1996 and is incorporated herein by reference.

(7) Previously filed with the Securities and Exchange Commission as an exhibit to Registration Statement on Form S-8 (File No. 33-95308) on August 1, 1995 and is incorporated herein by reference.

(8) Previously filed with the Securities and Exchange Commission as an exhibit to Annual Report on Form 10-K for the fiscal year ended May 3, 1997 and is incorporated herein by reference.

(9) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended January 29, 2011 and is incorporated herein by reference.

(10) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended January 31, 2009 and is incorporated herein by reference.

(11) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended January 26, 2013 and is incorporated herein by reference.

(12) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal year ended August 1, 2015 and is incorporated herein by reference.

(13) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended October 28, 2017 and is incorporated herein by reference.

(14) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended October 28, 2017 and is incorporated herein by reference.

(15) Previously filed with the Securities and Exchange Commission as an exhibit to Annual Report on Form 10-K for the fiscal year ended April 28, 2018 and is incorporated herein by reference.

(16) Filed herewith

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SIGNATURES

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

NATIONAL BEVERAGE CORP.

By: /s/ George R. Bracken
George R. Bracken
Executive Vice President – Finance
(Principal Financial Officer)
Date: June 26, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on June 26, 2019.

/s/ Nick A. Caporella
Nick A. Caporella
Chairman of the Board and
Chief Executive Officer

/s/ Cecil D. Conlee
Cecil D. Conlee
Director

/s/ Joseph G. Caporella
Joseph G. Caporella
President and Director

/s/ Samuel C. Hathorn, Jr.
Samuel C. Hathorn, Jr.
Director

/s/ George R. Bracken
George R. Bracken
Executive Vice President – Finance
(Principal Financial Officer)

/s/ Stanley M. Sheridan
Stanley M. Sheridan
Director

EXHIBIT 10.17

CREDIT FACILITY RENEWAL AGREEMENT

THIS CREDIT FACILITY RENEWAL AGREEMENT is executed as of April 26, 2018, by **NEWBEVCO, INC.,** a Delaware corporation (the "Borrower"), and the remaining entities signing below (collectively, the "Guarantors") in favor of **FIFTH THIRD BANK,** an Ohio banking corporation (the "Bank").

WITNESSETH:

WHEREAS, the Borrower obtained a credit facility (the "Loan") from the Bank in the original principal amount of Twenty Five Million and 00/100 Dollars ($25,000,000.00) pursuant to that certain Credit Agreement between the Borrower and the Bank dated as of June 18, 2015 (the "Credit Agreement"); and

WHEREAS, the credit facility was subject to the guaranty of each of the Guarantors pursuant to that certain Continuing and Unconditional Guaranty from the Guarantors in favor of the Bank dated as of June 18, 2015 (the "Guaranty"); and

WHEREAS, to induce the Bank to renew the Loan, the Borrower and the Guarantors agree to reaffirm all of their respective obligations to the Bank pursuant to the Credit Agreement, the Guaranty and all other documents they executed in connection with the Loan and the renewal (collectively, the "Loan Documents").

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Borrower and the Guarantors agree as follows:

1. The definition of "Termination Date" in the Credit Agreement is amended to June 18, 2021.

2. Except as set forth herein, all terms and conditions set forth in the Loan Documents shall continue to apply to the Loan, as renewed, and shall be for the benefit of the Bank. More specifically and without limiting the effect of the foregoing, the Borrower and the Guarantors acknowledge and agree that their respective representations, warranties, covenants and obligations contained within the Loan Documents shall remain representations, warranties, covenants and obligations of them and shall be deemed to be made as of the date of this Agreement, in addition to the dates on which they were previously made to the Bank.

3. The Borrower and the Guarantors hereby release and discharge the Bank and its successors, assigns, officers, managers, directors, shareholders, employees and agents (collectively, the "Bank Parties") and do hereby jointly and severally indemnify and hold harmless the Bank Parties from any and all claims, counterclaims, demands, damages, debts, agreements, covenants, suits, contracts, obligations, liabilities, accounts, offsets, rights, actions and causes of action of any nature whatsoever, including, without limitation, all claims, demands, and causes of action for contribution and indemnity, whether arising at law or in equity (including, without limitation, claims of fraud, duress, mistake, tortious interference or usury), whether presently possessed or possessed in the future, whether known or unknown, whether liability be direct or indirect, liquidated or unliquidated, whether presently accrued or to accrue hereafter, whether or not heretofore asserted, for or because of or as a result of any act, omission, communication, transaction, occurrence, representation, promise, damage, breach of contract, fraud, violation of any statute or law, commission of any tort, or any other matter whatsoever or thing done, omitted or suffered to be done by the Bank Parties which have occurred in whole or in part, or were initiated at any time up to and through the execution of this Reaffirmation of Obligations. In addition, the Borrower and the Guarantors hereby acknowledge, confirm and warrant to the Bank that, as of the date hereof, none of the Borrower or any of the Guarantors has any defense, right of set-off, claim or counterclaim against the Bank under, arising out of, or in any manner connected with the Loan, the Loan Documents, any collateral pledged to the Bank in connection with the Loan, or against any of the indebtedness evidenced or secured thereby or under any other documents executed in connection therewith or relating thereto, any and all of which the Borrower and the Guarantors hereby expressly waive.

4. The Borrower shall pay the legal fees and costs of Frank, Weinberg & Black, P.L., the Bank's counsel, in connection with the renewal of the Loan. The Borrower and the Guarantors acknowledge that the legal services performed by Frank, Weinberg & Black, P.L. in connection with the renewal of the Loan are being performed on behalf of the Bank and not the Borrower or any of the Guarantors. Such services are being paid for by the Borrower as part of the loan renewal costs as reflected on the Closing Statement.

5. THE BORROWER AND THE GUARANTORS HEREBY KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVE THE RIGHT TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION BASED HEREON, OR ARISING OUT OF, UNDER OR IN CONNECTION WITH THE REAFFIRMATION OF OBLIGATIONS, THE LOAN DOCUMENTS OR ANY OTHER AGREEMENT OR DOCUMENT EXECUTED IN CONJUNCTION HEREWITH, OR ANY COURSE OF CONDUCT, COURSE OF DEALING, STATEMENTS (VERBAL OR WRITTEN) OR ACTIONS OF ANY PARTY. THE BORROWER AND THE GUARANTORS ACKNOWLEDGE THAT THIS WAIVER CONSTITUTES A MATERIAL INDUCEMENT TO THE BANK TO GRANT PERMISSION FOR THE RENEWAL.

The undersigned have caused this Reaffirmation of Obligations to be duly executed and delivered on the day and year first above written.

Newbevco, Inc., a Delaware corporation
Bevco Sales, Inc., a Delaware corporation
Big Shot Beverages, Inc., a Delaware corporation
Everfresh Beverages, Inc., a Delaware corporation
Faygo Beverages, Inc., a Michigan corporation
Faygo Sales Company, a Texas corporation
National Beverage Vending Company, a Delaware corporation
National Productions, Inc., a Delaware corporation
National Retail Brands, Inc., a Delaware corporation
Paco, Inc., a Delaware corporation
Shasta Beverages, Inc., a Delaware corporation
Shasta Beverages International, Inc., a Delaware corporation
Shasta Midwest, Inc., a Delaware corporation
Shasta Sales, Inc., a Delaware corporation
Shasta SW Inc., a Delaware corporation
Shasta Sweetener Corp., a Delaware corporation
Shasta West, Inc., a Delaware corporation

By:______________________________
George Bracken, Vice President

Exhibit 21

SUBSIDIARIES OF REGISTRANT

Name of Subsidiary	Jurisdiction of Incorporation	Percentage of Voting Stock Owned
BevCo Sales, Inc.	Delaware	100%
Beverage Corporation International, Inc.	Delaware	100%
Big Shot Beverages, Inc.	Delaware	100%
Everfresh Beverages, Inc.	Delaware	100%
Faygo Beverages, Inc.	Michigan	100%
LaCroix Sparkling Water, Inc.	Delaware	100%
National Beverage Vending Company	Delaware	100%
National Retail Brands, Inc.	Delaware	100%
NewBevCo, Inc.	Delaware	100%
NutraFizz Products Corp.	Delaware	100%
PACO, Inc.	Delaware	100%
Shasta Beverages, Inc.	Delaware	100%
Shasta Beverages International, Inc.	Delaware	100%
Shasta Sales, Inc.	Delaware	100%
Shasta Sweetener Corp.	Delaware	100%
Shasta West, Inc.	Delaware	100%
Sundance Beverage Company	Delaware	100%

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement No. 333-97415 on Form S-8 of National Beverage Corp. of our report dated June 26, 2019related to the consolidated financial statements and the effectiveness of internal control over financial reporting of National Beverage Corp. which appears in this Annual Report on Form 10-K of National Beverage Corp. for the year ended April 27, 2019.

/s/ RSM US LLP
Ft. Lauderdale, Florida
June 26, 2019

Exhibit 31.1

CERTIFICATION

I, Nick A. Caporella, certify that:

1. I have reviewed this annual report on Form 10-K of National Beverage Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 26, 2019

/s/ Nick A. Caporella
Nick A. Caporella
Chairman of the Board and
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, George R. Bracken, certify that:

1. I have reviewed this annual report on Form 10-K of National Beverage Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 26, 2019

/s/ George R. Bracken
George R. Bracken
Executive Vice President - Finance
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of National Beverage Corp. (the “Company”) on Form 10-K for the period ended April 27, 2019 (the “Report”), I, Nick A. Caporella, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 26, 2019

/s/ Nick A. Caporella
Nick A. Caporella
Chairman of the Board and
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of National Beverage Corp. (the "Company") on Form 10-K for the period ended April 27, 2019 (the "Report"), I, George R. Bracken, Executive Vice President - Finance of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: June 26, 2019

/s/ George R. Bracken
George R. Bracken
Executive Vice President – Finance
(Principal Financial Officer)