

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 6, 2012

National Beverage Corp.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-14170

(Commission File Number)

59-2605822

(IRS Employer Identification No.)

8100 SW Tenth Street, Suite 4000
Fort Lauderdale, Florida

(Address of Principal Executive Offices)

33324

(Zip Code)

(954) 581-0922

(Registrant's Telephone Number, Including Area Code)

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

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

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

Item 2.02 Results of Operations and Financial Condition

On December 6, 2012, National Beverage Corp. issued a press release announcing financial results for the three and six month periods ended October 27, 2012. This release is furnished herewith as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(c) Exhibit 99.1 Press release dated December 6, 2012 announcing the Company's financial results for the three and six month periods ended October 27, 2012.

SIGNATURES

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

National Beverage Corp.
(Registrant)

Date: December 7, 2012

/s/ Dean A. McCoy
Dean A. McCoy
Senior Vice President and Chief Accounting Officer

EXHIBIT INDEX

99.1 Press release dated December 6, 2012 announcing the Company's financial results for the three and six month periods ended October 27, 2012.



NASDAQ: FIZZ
For Immediate Release
Contact: Office of the Chairman, Grace Keene

**“FIZZ” – NATIONAL BEVERAGE CORP.
REFRESHES . . .
DELIVERS GOOD NEWS**

FORT LAUDERDALE, FL, December 6, 2012 . . . National Beverage Corp. (NASDAQ:FIZZ) today reported mid-year results:

For the six months ended October 27, 2012 –

- Revenues increased to \$349.4 million ↑ + 6.8%
- Net income increased to \$26.4 million ↑ + 7.5%
- Earnings per share increased to \$.57 ↑ + 7.5%

“Team National ‘owns’ great brands that ‘scream’ excellent taste and excellent value! The *sparkling water–power brands* outperformed carbonated soft drinks and are trending to continue their momentum,” stated Nick A. Caporella, Chairman and Chief Executive Officer.

For the Trailing Twelve Months –

| Sales | EBITDA* | Cash Flow* |
|-----------------|----------------|----------------|
| \$651.2 million | \$80.5 million | \$71.1 million |

“Our Company is in the ‘*Right Zone*’ and our efforts are reflecting great results and – ‘competent’ value,” continued Caporella.

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www.nationalbeverage.com

“Creating good news is akin to making great refreshments – both require unique *passion*, joyful *innovation* and intense *focus*! Our recent special dividend of \$2.55, finalized November 29, 2012, is just as exciting for us as our new LaCroix theme *Jardín* or Everfresh’s Premier Apple *Varietals*!” added Caporella.

“It is our natural inclination to always ‘*Refresh*’ – not only with our beverages, but through our Corporate character! We strive to be ‘compassionate’ and honorably Patriotic – to our principles, to our great country and to our *unique* company. We ‘Hope’ to ‘relight’ the lamps of *America’s High Road*! Our genuine efforts and compassion should ignite fellow Americans to engage in similar efforts. After all – what better way to count our blessings than to boldly say *A·M·E·R·I·C·A*!

Yes! – we are National Beverage Corp. . . . steeped, brewed and enriched in – *red, white and blue tradition*,” concluded Caporella.

National Beverage’s iconic brands are the genuine essence . . . of America. Our company is highly innovative as a pace-setter in the changing soft-drink industry, featuring refreshment products that are geared toward the lifestyle/health-conscious consumer. Shasta® – Faygo® – Everfresh® and LaCroix® are aligned with Rip It® energy products to make National Beverage . . . America’s Flavor•Favorite – soft-drink company.

“Patriotism” – If Only We Could Bottle It!

Fun, Flavor and Vitality . . . the National Beverage Way

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National Beverage Corp.
Consolidated Results for the Three and Six Months Ended
October 27, 2012 and October 29, 2011
(in thousands, except per share amounts)

| | Three Months Ended | | Six Months Ended | |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | October 27, 2012 | October 29, 2011 | October 27, 2012 | October 29, 2011 |
| Net Sales | <u>\$ 166,568</u> | <u>\$ 157,974</u> | <u>\$ 349,417</u> | <u>\$ 327,054</u> |
| Net Income | <u>\$ 12,017</u> | <u>\$ 11,123</u> | <u>\$ 26,409</u> | <u>\$ 24,558</u> |
| Net Income Per Share | | | | |
| Basic | <u>\$.26</u> | <u>\$.24</u> | <u>\$.57</u> | <u>\$.53</u> |
| Diluted | <u>\$.26</u> | <u>\$.24</u> | <u>\$.57</u> | <u>\$.53</u> |
| Average Common Shares Outstanding | | | | |
| Basic | <u>46,300</u> | <u>46,272</u> | <u>46,296</u> | <u>46,257</u> |
| Diluted | <u>46,485</u> | <u>46,448</u> | <u>46,477</u> | <u>46,426</u> |

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include fluctuations in costs, changes in consumer preferences and other items and risk factors described in the Company's Securities and Exchange Commission filings. The Company disclaims 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.

Non-GAAP Financial Measures

The Company reports its financial results in accordance with accounting principles generally accepted in the United States ("GAAP"). Management believes, however, that certain non-GAAP financial measures may provide users of this financial information with additional insights into the operating performance of the business and to also serve as widely accepted measures for comparing operating performance with other companies.

*Reconciliation of Net Income (GAAP) to EBITDA (Non-GAAP) and Cash Flow (Non-GAAP)

| | Trailing 12 Months Ended October 27, 2012 |
|---------------------------------------|---|
| Net Income (GAAP) | \$ 45,844 |
| Depreciation and Amortization | 11,002 |
| Interest (Income) Expense - Net | 45 |
| Provision for Income Taxes | 23,589 |
| EBITDA (Non-GAAP) | <u>\$ 80,480</u> |
| EBITDA (above) | \$ 80,480 |
| Additions to Property, Plant & Equip. | (9,348) |
| Cash Flow (Non-GAAP) | <u>\$ 71,132</u> |



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