

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
NATIONAL BEVERAGE CORP.

(Exact name of registrant as specified in its charter)

Delaware

59-2605822

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

One North University Drive, Fort Lauderdale, Florida

33324

(Address of Principal Executive Offices)

(Zip Code)

National Beverage Corp. 1991 Omnibus Incentive Plan
National Beverage Corp. Special Stock Option Plan
National Beverage Corp. Key Employee Equity Partnership Program

(Full Title of the Plans)

Nick A. Caporella
Chairman and Chief Executive Officer
National Beverage Corp.
One North University Drive
Fort Lauderdale, Florida 33324

(Name and address of agent for service)

(954) 581-0922

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (4) | Proposed Maximum Offering Price Per Share (5) | Proposed Maximum Aggregate Offering Price (5) | Amount of Registration Fee |
|--|--------------------------------|---|---|-------------------------------|
| Common Stock, par value \$.01 per share (1) | 600,000 shares | \$ 13.25 | \$ 7,950,000 | \$ 737 |
| Common Stock, par value \$.01 per share (2) | 100,000 shares | \$ 13.25 | \$ 1,325,000 | \$ 122 |
| Common Stock, par value \$.01 per share (3) | 50,000 shares | \$ 13.25 | \$ 662,500 | \$ 61 |
| Total | 750,000 shares | \$ 13.25 | \$ 9,937,500 | \$ 914 |

(Footnotes on following page)

- (1) Represents 600,000 of the 2,000,000 shares issuable upon the exercise of options granted and/or to be granted under the National Beverage Corp. 1991 Omnibus Incentive Plan.
- (2) Represents 100,000 of the 500,000 shares issuable upon the exercise of options granted and/or to be granted under the National Beverage Corp. Special Stock Option Plan.
- (3) Represents 50,000 of the 100,000 shares issuable upon the exercise of options granted and/or to be granted under the National Beverage Corp. Key Employee Equity Partnership Program.

- (4) This Registration Statement also covers an indeterminate amount of securities to be offered or sold as a result of any adjustments from stock splits, stock dividends or similar transactions, pursuant to Rule 416 under the Securities Act of 1933, as amended.
- (5) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended, and are based on the average of the high and low selling prices per share of the Registrant's Common Stock as reported on the American Stock Exchange on July 29, 2002.

REGISTRATION STATEMENT ON FORM S-8

This Registration Statement on Form S-8 is filed solely for the purposes of registering additional shares of common stock issuable under our 1991 Omnibus Incentive Plan (the "1991 Plan"), our Special Stock Option Plan (the "Special Option Plan") and our Key Employee Equity Partnership Program (the "Key Employee Plan"). We previously filed with the Securities and Exchange Commission (the "Commission") two Registration Statements on Form S-8 on August 1, 1995 (File No. 33-95308) and on September 19, 1996 (File No. 333-12341) in order to register shares of common stock issuable under the 1991 Plan. We previously filed with the Commission two Registration Statements on Form S-8 on August 1, 1995 (File No.33-95308) and on August 16, 1999 (File No. 333-85275) in order to register shares of common stock issuable under the Special Option Plan. We previously filed with the Commission a Registration Statement on Form S-8 on August 16, 1999 (File No. 333-85277) in order to register shares of common stock issuable under the Key Employee Plan. The contents of such earlier Registration Statements are incorporated herein by reference.

Item 8. Exhibits.

The exhibits filed as part of this Registration Statement are as follows:

| Exhibit Number | Description |
|---------------------------|--|
| 5.1 | Opinion of Akerman, Senterfitt & Eidson, P.A. |
| 23.1 | Consent of Akerman, Senterfitt & Eidson, P.A. (contained in Exhibit 5.1) |
| 23.2 | Consent of Pricewaterhouse Coopers LLP |
| 24 | Powers of Attorney (included as part of the signature page hereto) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Fort Lauderdale, and the State of Florida, this 29th day of July, 2002.

NATIONAL BEVERAGE CORP.

By: /s/ Dean A McCoy

Dean A. McCoy
Senior Vice President and Controller

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Nick A. Caporella and Joseph G. Caporella, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

| SIGNATURE | TITLE | DATE |
|--|--|---------------|
| <u>/s/ DEAN A. MCCOY</u> DEAN A. MCCOY | Senior Vice President and Controller (principal accounting officer) | July 29, 2002 |
| <u>/s/ NICK A. CAPORELLA</u> NICK A. CAPORELLA | President and Chief Executive Officer and Chairman of the Board, (principal executive and financial officer) | July 29, 2002 |
| <u>/s/ JOSEPH G. CAPORELLA</u> JOSEPH G. CAPORELLA | Executive Vice President and Secretary | July 29, 2002 |
| <u>/s/ SAMUEL C. HATHORN, JR.</u> SAMUEL C. HATHORN, JR | Director | July 29, 2002 |
| <u>/s/ S. LEE KLING</u> S. LEE KLING | Director | July 29, 2002 |
| <u>/s/ JOSEPH P. KLOCK, JR.</u> JOSEPH P. KLOCK, JR | Director | July 29, 2002 |

EXHIBIT INDEX

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EXHIBIT 5.1

OPINION OF AKERMAN, SENTERFITT & EIDSON, P.A.

July 31, 2002

National Beverage Corp.
One North University Drive
Fort Lauderdale, Florida 33324

Re: National Beverage Corp. (the "Company")
Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to the issuance of up to 750,000 shares (the "Shares") of the Company's common stock, \$0.01 par value per share (the "Common Stock"), issuable upon exercise of options granted or to be granted under the terms of the (1) National Beverage Corp. 1991 Omnibus Incentive Plan, (2) National Beverage Corp. Special Stock Option Plan and (3) National Beverage Corp. Key Employee Equity Partnership Program (the "Plans"), included in the Company's Registration Statement on Form S-8 (the "Registration Statement"), which is being filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act").

As special counsel to the Company, we have examined the original or certified copies of such records of the Company and such agreements, certificates of public officials, certificates of officers or representatives of the Company and others, and such other documents as we deem relevant and necessary for the opinion expressed in this letter. In such examination, we have assumed the genuineness of all signatures on original documents and the conformity to original documents of all copies submitted to us as conformed or photostatic copies. As to various questions of fact material to such opinion, we have relied upon statements or certificates of officials and representatives of the Company and others.

Based upon and subject to the foregoing, we are of the opinion that:

When the Registration Statement becomes effective under the Securities Act, and when the Shares are issued against delivery of adequate consideration therefor in accordance with and pursuant to the terms of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We advise you that the foregoing opinion is limited to the securities laws of the United States of America and the corporate laws of the State of Delaware and that we express no opinion herein concerning the applicability or effect of any laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are included within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

EXHIBIT 23.2

Consent of Independent Certified Public Accountants

We hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated July 23, 2002 relating to the financial statements and financial statement schedules, which appears in National Beverage Corp.'s Annual Report on form 10-K for the year ended April 27, 2002.

PricewaterhouseCoopers LLP
Miami, Florida
July 26, 2002