

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>THOMPSON DENNIS L</u> <hr/> (Last) (First) (Middle) <u>8100 SW 10TH STREET</u> <hr/> (Street) <u>PLANTATION FL 33324</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/25/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>NATIONAL BEVERAGE CORP [FIZZ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Shasta Beverages, Inc.</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>COMMON STOCK</u>	<u>3,000</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>SPECIAL STOCK OPTION</u>	<u>03/28/2017⁽¹⁾</u>	<u>07/28/2020</u>	<u>COMMON STOCK</u>	<u>6,500</u>	<u>11.35⁽¹⁾</u>	<u>D</u>

Explanation of Responses:

1. Options granted under the Company's Special Stock Option Plan vest over an eight year period in relatively equal amounts at approximately 16 month intervals. The exercise price can be reduced and the vesting schedule can be accelerated by the optionee purchasing and maintaining ownership of shares of common stock and/or the Company achieving performance objectives as determined by the Board of Directors (the "Board"). Based upon the maximum required ownership of common stock as provided in the Stock Option Agreement, together with the Company achieving the performance targets previously established by the Board, the option can fully vest after approximately 64 months and the exercise price can be reduced to near the par value of the common stock (\$.01 per share). Reference is made to Exhibit 10.6 of the Company's Form 10-K for the year ended May 3, 2014.

/s/ Dennis L. Thompson 09/04/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.