

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): March 11, 2011

National Beverage Corp.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-14170

59-2605822

(Commission File Number)

(IRS Employer Identification No.)

8100 SW Tenth Street, Suite 4000
Fort Lauderdale, Florida

33324

(Address of Principal Executive Offices)

(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 March 11, 2011, National Beverage Corp. issued a press release announcing financial results for the third quarter and nine month period ended January 29, 2011. This release is furnished herewith as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(c) Exhibit 99.1 Press release dated March 11, 2011 announcing the Company's financial results for the third quarter and nine month period ended January 29, 2011.

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: March 11, 2011

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

EXHIBIT INDEX

99.1 Press release dated March 11, 2011 announcing the Company's financial results for the third quarter and nine month period ended January 29, 2011.



NEWS

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

NATIONAL BEVERAGE CORP.
'DRIVES' EARNINGS
DURING WINTER QUARTER

FT. LAUDERDALE, FL, March 11, 2011 . . . National Beverage Corp. (NASDAQ: FIZZ) released financial results for the third quarter and nine months:

Third quarter results:

- Revenues up slightly to \$131.9 million;
- Net income of \$7.4 million vs. \$5.5 million for previous period; and
- EPS of \$.16 per share vs. \$.12 over prior period.

For the nine months:

- Revenues increased to \$448.1 million from \$443.9 million;
- Net income increased to \$29.7 million, up 25%; and
- Net income per share increased \$.13 to \$.64 per share.

EBITDA* for the trailing twelve months ended January 29, 2011 increased to \$72.1 million, up 21%.

“Even during what is usually our most challenging winter quarter, we continue to manage via the Margin/Package/Volume Matrix that resulted in strong earnings on nearly flat revenues,” stated Nick A. Caporella, Chairman and Chief Executive Officer. “We are quite pleased to continue our earnings growth plan, despite the ‘lackluster’ recovery of the U.S. economy and abnormally unseasonable consumption of carbonated soft drinks on the west coast.”

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“*LaCroix* sparkling water, in innovative packaging, plus our *Rip It* energy fuel led all brands in performance and should continue to outperform with margin contributions,” continued Caporella.

“We operate in unique times, where revolts, instant foreign government failures, civil strife and natural disasters can immediately affect raw material costs and commodity availabilities . . . requiring our seasoned *Team National* to ‘shift’ into a more effective mode and move ahead. We are an agile and efficient team that has excellent execution capabilities, nonetheless, some of these events often require the most compelling actions to maintain the forecasted operational integrity,” concluded Caporella.

National Beverage 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.

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

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National Beverage Corp.
Consolidated Results for the Three and Nine Months Ended
January 29, 2011 and January 30, 2010
(in thousands, except per share amounts)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>January 29, 2011</u>	<u>January 30, 2010</u>	<u>January 29, 2011</u>	<u>January 30, 2010</u>
Net Sales	\$ 131,926	\$ 131,462	\$ 448,083	\$ 443,864
Net Income	\$ 7,407	\$ 5,525	\$ 29,667	\$ 23,642
Net Income Per Share				
Basic	\$.16	\$.12	\$.64	\$.51
Diluted	\$.16	\$.12	\$.64	\$.51
Average Common Shares Outstanding:				
Basic	46,206	46,080	46,174	46,038
Diluted	46,383	46,307	46,368	46,281

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.

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

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, such as EBITDA, may provide users of this financial information with additional insights into the operating performance of the business and to also serve as a widely accepted measure for comparing operating performance with other companies with different capital structures.

	<u>Twelve Months Ended</u>	
	<u>January 29, 2011</u>	<u>January 30, 2010</u>
Net Income (GAAP)	\$ 38,878	\$ 30,496
Depreciation and Amortization	11,365	12,528
Interest (Income) Expense - Net	(38)	(324)
Provision for Income Taxes	21,862	16,974
EBITDA (Non-GAAP)	\$ 72,067	\$ 59,674

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