Form 10-Q
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 1, 1997

or

[x] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-14170

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, Ft. Lauderdale, FL	33324
(Address of principal executive offices)	(Zip Code)

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

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 (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X)   No ( )

The number of shares of Registrant's common stock outstanding as of December 9, 1997 was 18,484,488.

NATIONAL BEVERAGE CORP.

QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED NOVEMBER 1, 1997

INDEX

PART I - FINANCIAL INFORMATION

	Page
Item 1. Financial Statements	
Condensed Consolidated Balance Sheets as of November 1, 1997 and May 3, 1997	3
Condensed Consolidated Statements of Income for the three months and six months ended November 1, 1997 and October 26, 1996	4
Condensed Consolidated Statement of Shareholders' Equity for the six months ended November 1, 1997	5
Condensed Consolidated Statements of Cash Flows for the six months ended November 1, 1997 and October 26, 1996	6
Notes to Condensed Consolidated Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	11

PART II - OTHER INFORMATION

Item 1. Legal Proceedings	16
Item 4. Submission of Matters to a Vote of Security Holders	16
Item 6. Exhibits and Reports on Form 8-K	16

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF NOVEMBER 1, 1997 AND MAY 3, 1997
(In thousands, except share amounts)

	(Unaudited) November 1, 1997	May 3, 1997
ASSETS		
CURRENT ASSETS:		
Cash and equivalents	$ 30,235	$ 37,257
Trade receivables (net of allowance of $641 at November 1, 1997 and $608 at May 3, 1997)	32,389	27,344
Inventories	22,146	23,590
Deferred income taxes	1,864	1,759

Prepaid expenses and other current assets	5,272	6,214
Total current assets	91,906	96,164
PROPERTY - NET	53,724	55,436
INTANGIBLE ASSETS - NET	15,238	15,503
OTHER ASSETS	3,813	3,794
TOTAL	$ 164,681	$ 170,897
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 23,522	$ 28,544
Accrued liabilities	18,807	17,880
Income taxes payable	3,032	1,391
Current portion of long-term debt	491	725
Total current liabilities	45,852	48,540
LONG-TERM DEBT	41,933	55,026
DEFERRED INCOME TAXES	7,423	7,245
ACCRUED INSURANCE - NONCURRENT	3,477	3,383
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, 7% cumulative, $1 par value, aggregate liquidation preference of $15,000 (1,000,000 shares authorized; 150,000 shares issued; no shares outstanding)	150	150
Common stock, $.01 par value (Authorized: 50,000,000 shares; Issued: 22,002,552 shares in November 1997 and 21,990,492 shares in May 1997; Outstanding: 18,471,828 shares in November 1997 and 18,459,768 shares in May 1997)	220	220
Additional paid-in capital	15,007	14,943
Retained earnings	64,100	54,871
Treasury stock - at cost:		
Preferred stock (150,000 shares)	(5,100)	(5,100)
Common stock (3,530,724 shares)	(8,381)	(8,381)
Total shareholders' equity	65,996	56,703
TOTAL	$ 164,681	$ 170,897

See accompanying Notes to Condensed Consolidated Financial Statements

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS AND SIX MONTHS ENDED NOVEMBER 1, 1997 AND OCTOBER 26, 1996
(In thousands, except per share amounts)

	(Unaudited)			
	Three Months Ended		Six Months Ended	
	1997	1996	1997	1996
Net sales	$ 100,044	$ 94,968	$ 216,246	$ 205,172
Cost of sales	69,125	67,564	147,039	145,475
Gross profit	30,919	27,404	69,207	59,697
Selling, general and administrative expenses	24,987	22,199	53,004	45,395

Interest expense	1,152	1,268	2,270	2,716
Other income - net	(427)	(233)	(810)	(600)
Income before income taxes	5,207	4,170	14,743	12,186
Provision for income taxes	1,948	1,543	5,514	4,509
Net income	$ 3,259	$ 2,627	$ 9,229	$ 7,677
Earnings per common share	$ 0.17	$ 0.14	$ 0.48	$ 0.41
Average shares outstanding	19,323	19,010	19,331	18,935

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED NOVEMBER 1, 1997
(In thousands, except share amounts)

	(Unaudited) Shares	Amount
PREFERRED STOCK		
Beginning and end of period	150,000	$ 150
COMMON STOCK		
Beginning of period	21,990,492	$ 220
Stock options exercised	12,060	0
End of period	22,002,552	$ 220
ADDITIONAL PAID-IN CAPITAL		
Beginning of period		$ 14,943
Stock options exercised		64
End of period		$ 15,007
RETAINED EARNINGS		
Beginning of period		$ 54,871
Net income		9,229
End of period		$ 64,100
TREASURY STOCK-PREFERRED		

Beginning and end of period	150,000	$ (5,100)
	==========	==========
TREASURY STOCK-COMMON		
Beginning and end of period	3,530,724	$ (8,381)
	==========	==========
TOTAL SHAREHOLDERS' EQUITY		$ 65,996
		==========

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED NOVEMBER 1, 1997 AND OCTOBER 26, 1996
(In thousands)

	(Unaudited) 1997	1996
OPERATING ACTIVITIES:		
Net income	$ 9,229	$ 7,677
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	4,512	3,722
Deferred income tax provision	73	1,240
Loss on sale of property	69	26
Changes in:		
Trade receivables	(5,045)	4,942
Inventories	1,444	(2,390)
Prepaid expenses and other current assets	(1,517)	(342)
Accounts payable	(5,022)	(12,930)
Other liabilities	4,095	(573)
Net cash provided by operating activities	7,838	1,372
INVESTING ACTIVITIES:		
Property additions	(1,630)	(2,892)
Other, net	76	220
Net cash used in investing activities	(1,554)	(2,672)
FINANCING ACTIVITIES:		
Debt borrowings	8,300	12,700
Debt repayments	(21,627)	(18,289)
Repurchase of common stock	0	(1,205)
Proceeds from stock options exercised	21	34
Net cash used in financing activities	(13,306)	(6,760)
NET DECREASE IN CASH AND EQUIVALENTS	(7,022)	(8,060)
CASH AND EQUIVALENTS-BEGINNING OF YEAR	37,257	35,231
CASH AND EQUIVALENTS-END OF PERIOD	$ 30,235	$ 27,171
OTHER CASH FLOW INFORMATION:		
Interest paid	$ 3,216	$ 2,743
Income taxes paid	2,408	2,144

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 1, 1997
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of National Beverage Corp. and its subsidiaries ("NBC" or the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information. The financial statements do not include all information and notes required by generally accepted accounting principles for complete financial statements. Except for the matters disclosed, however, there has been no material change in the information disclosed in the notes to consolidated financial statements for the fiscal year ended May 3, 1997. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Results for the interim periods presented are not necessarily indicative of results which might be expected for the entire fiscal year. Certain prior year amounts have been reclassified to conform to the current year presentation.

2. INVENTORIES

Inventories, which are stated at the lower of first-in, first-out cost or market, are comprised of the following:

	(In thousands) November 1, 1997	May 3, 1997
Finished goods	$10,213	$12,189
Raw materials and packaging supplies	11,933	11,401
Total	$22,146	$23,590

3. PROPERTY

Property consists of the following:

	(In thousands) November 1, 1997	May 3, 1997
Land	$ 8,897	$ 8,897

Buildings and improvements	31,215	31,213
Machinery and equipment	72,913	71,972
Total	113,025	112,082
Less accumulated depreciation	(59,301)	(56,646)
Property-net	$ 53,724	$ 55,436

Depreciation expense was $1,586,000 and $3,197,000 for the three and six month periods ended November 1, 1997, respectively, and $1,519,000 and $3,034,000 for the three and six month periods ended October 26, 1996, respectively.

4. DEBT

Debt consists of the following:

	(In thousands) November 1, 1997	May 3, 1997
Senior Notes (see below)	$ 25,000	$ 33,333
Credit Facilities (see below)	0	13,000
Term Loan Facility (see below)	16,600	8,300
Other (including capital leases)	824	1,118
Total	42,424	55,751
Less current portion	(491)	(725)
Long-term portion	$ 41,933	$ 55,026

A subsidiary of NBC has outstanding 9.95% unsecured senior notes in the original principal amount of $50 million (the "Senior Notes") payable in annual principal installments of $8.3 million through November 1, 2000. Additionally, the subsidiary has $35 million unsecured revolving credit facilities (the "Credit Facilities") and a $16.6 million unsecured term loan facility ("Term Loan Facility") with banks. The Credit Facilities expire through August 31, 1999, and bear interest at 1/2% below the banks' reference rate or 1% above LIBOR, at the subsidiary's election. The Term Loan Facility is repayable in installments from May 1999 through November 1999, and bears interest at the bank's reference rate or 1 1/4% above LIBOR,

at the subsidiary's election. The Company intends to utilize its existing long-term Credit Facilities to fund the next principal payment due on its Senior Notes.

Certain of the Company's debt agreements contain restrictions which require the subsidiary to maintain certain financial ratios and minimum net worth, and limit the subsidiary with respect to incurring certain additional indebtedness, paying cash dividends and making certain loans, advances or other investments. At November 1, 1997, net assets of the subsidiary totaling approximately $48 million were restricted from distribution. The Company was in compliance with all loan covenants and restrictions. Such restrictions are not expected to have a material adverse impact on the operations of the Company.

5. COMMITMENTS AND CONTINGENCIES

Albert H. Kahn v. Nick A. Caporella, et al., Civil Action No. 11890 was filed in December 1990 by a shareholder of Burnup & Sims Inc. ("BSI"), now MasTec, Inc., in the Court of Chancery of the State of Delaware in and for New Castle County against NBC, the members of the Board of Directors of BSI and against BSI. In May 1993, plaintiff amended its class action and shareholder derivative complaint (the "Amended Complaint"). The class action claims allege, among other things, that the Board of Directors of BSI, and NBC, as its largest shareholder, breached their respective fiduciary duties in approving (i) the dividend by BSI of its shares of NBC common stock (the "Distribution") and (ii) the exchange of certain shares of BSI's common stock held by NBC for certain indebtedness of NBC held by BSI (the "Exchange"; the Distribution and the Exchange are hereafter referred to as the "1991 Transaction"), in allegedly placing the interests of NBC ahead of the interests of other shareholders of BSI. The derivative action claims allege, among other things, that the Board of Directors of BSI breached their fiduciary duties by approving executive officer compensation arrangements, by financing NBC's operations on a current basis, and by permitting the interests of BSI to be subordinated to those of NBC. In the lawsuit, plaintiff seeks to rescind the 1991 Transaction and to recover unspecified damages. The defendants, including the Company, have moved to dismiss the actions for failure to make a demand and state a claim upon which relief can be granted. The motion is still pending.

In November 1993, plaintiff filed a class action and derivative complaint, Civil Action No. 13248 (the "1993 Complaint") against the Company, BSI, the members of the Board of Directors of BSI, and certain other defendants (referred to as "Other Defendants"). In December 1993, plaintiff amended the 1993 Complaint (the "1993 Amended Complaint"). The 1993 Amended Complaint alleges, among other things, that the Board of Directors of BSI, and NBC, as BSI's largest shareholder, breached their respective fiduciary duties by approving an agreement dated October 15, 1993, as amended, between BSI and the Other Defendants (the "Acquisition Agreement") and the exchange of 3,153,847 shares of BSI common stock owned by the Company for certain indebtedness owed to BSI by the Company (the "Redemption") which, according to the allegations of the 1993 Complaint, benefits the President and Chief Executive Officer of NBC at the expense of BSI's shareholders. On November 29, 1993, plaintiff filed a motion for an order preliminary and permanently enjoining the transactions under the Acquisition Agreement and the Redemption. On March 7, 1994, the court heard oral arguments with respect to plaintiff's motion to enjoin the transactions and, on March 10, 1994,

the court denied plaintiff's request for injunctive relief finding that plaintiff had not established a likelihood of success on the merits and that, in any event, the equities did not favor the imposition of injunctive relief.

The Company believes that the allegations in the complaint, the Amended Complaint, the 1993 Complaint and the 1993 Amended Complaint are without merit, and intends to vigorously defend these actions.

The Company is a defendant in various other lawsuits arising in the ordinary course of business.

In the opinion of management, the ultimate disposition of the foregoing lawsuits will not have a material adverse effect on the Company's consolidated financial position or results of operations.

In the ordinary course of its business, the Company enters into commitments for the supply of certain raw materials, none of which are material to the Company's financial position.

6. CAPITAL STOCK

In June 1996, the Company repurchased 100,000 shares of its common stock on the open market. Such shares have been classified as held in treasury.

On October 25, 1996, the Company paid a 100% stock dividend to its shareholders of record on September 9, 1996 effected as a 2 for 1 stock split. Average shares outstanding, stock option data, and per share data presented in these financial statements have been adjusted for the effects of the stock dividend.

During the six months ended November 1, 1997, there were 12,060 option shares exercised at an exercise price ranging from $.63 to $5.00 per share. At November 1, 1997, options to purchase 1,107,360 shares at a weighted average exercise price of $2.29 (ranging from $.13 to $5.00 per share) were outstanding and stock-based awards to purchase 515,540 shares of common stock were available for grant.

7. CHANGES IN ACCOUNTING STANDARDS

In June 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 130 "Reporting Comprehensive Income" ("SFAS

130") and No. 131 "Disclosures About Segments of an Enterprise and Related Information ("SFAS 131"). SFAS 130 establishes standards for reporting and display of comprehensive income and its components. SFAS 131 specifies revised guidelines for determining an entity's operating segments and the type and level of financial information to be disclosed. SFAS 130 and SFAS 131 are effective for fiscal years beginning after December 15, 1997. The Company has not yet determined the impact of the implementation of SFAS 130 and SFAS 131.

PART I - FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

National Beverage Corp. and its subsidiaries ("NBC" or the "Company") develop, manufacture, market and distribute a full line of beverage products: Shasta(r), Faygo(r) and Big Shot(r), multi-favored and cola soft drinks; Everfresh(r), a full line of 100% juice and juice-enriched products; LaCROIX(r), a Sante(r), Spree(r) and nuAnce(r), flavored carbonated and spring water products; and specialty items, St. Nick's(tm) and Creepy Coolers(tm). Substantially all of NBC's brands are produced in its fourteen manufacturing facilities which are strategically located throughout the continental United States. NBC also develops and produces soft drinks for retail grocery chains, warehouse clubs, mass merchandisers and wholesalers ("allied brands") as well as soft drinks for other beverage companies.

The Company emphasizes the growth of its branded products by offering a beverage portfolio of proprietary, unique flavors; by supporting the franchise value of regional brands; by developing and acquiring innovative products tailored toward healthy lifestyles; and by appealing to the "quality-price" sensitivity factor of the family consumer.

The Company's strategies include increasing its brand awareness through greater retailer sponsorship by entering into long-term alliances with national and regional retailers to supply both Company branded and allied branded soft drinks ("Strategic Alliances"). The Company believes that the strength of its regional brands and the location of its manufacturing facilities position it as one of the leading single-source suppliers of high-quality, high-value soft drinks, such as Shasta and Faygo, as well as allied branded soft drinks, in multiple flavors and packaging throughout the continental United States.

The Company intends to continue its "regional share dynamics" strategy by acquiring brands and expanding its product line in response to changes in lifestyles and demographics. During the 1996 and 1997 fiscal years, the Company successfully added Everfresh and LaCROIX products to its portfolio of regional brands. These acquisitions also expanded the Company's product line to juice and additional water products. The Company plans to grow its revenues and brands by acquiring other regional beverage businesses that meet its strategic and financial objectives.

Industry soft drink sales are seasonal with the highest volume typically realized during the summer months. Additionally, the Company's operating results are subject to numerous factors, including fluctuations in the costs of raw materials, changes in consumer preference for beverage products and competitive pricing in the marketplace.

RESULTS OF OPERATIONS

THREE MONTHS ENDED NOVEMBER 1, 1997 (SECOND QUARTER OF FISCAL 1998) COMPARED TO THREE MONTHS ENDED OCTOBER 26, 1996 (SECOND QUARTER OF FISCAL 1997)

Net sales for the quarter ended November 1, 1997 increased approximately $5.1 million, or 5.3%, over the second quarter of the prior year. This increase is attributable to volume growth of the Company's brands, further expansion of manufacturing services for certain customers, and an increase in net selling prices due to favorable changes in package and product mix. As part of the Company's Strategic Alliance program, sales of products are supported by in-store advertising and other promotions, which also had the effect of increasing both net sales and selling expenses. These increases were partially offset by reduced sales of certain low-margin products.

Gross profit increased to approximately 30.9% of net sales for the second quarter of fiscal 1998 from 28.9% of net sales for the second quarter of fiscal 1997. This increase is due to the higher selling prices noted above and favorable changes in product mix. The Company believes that inflationary trends do not have a significant impact on operating results since fluctuations in raw material costs are typically influenced more by commodity market conditions than inflation. Although there can be no assurances as to future predictability, the Company does not expect that increases in raw material costs will materially impact the results of operations for the remainder of fiscal 1998.

Selling, general and administrative expenses increased approximately $2.8 million to 25.0% of net sales for the second quarter of fiscal 1998 from 23.4% of net sales for the second quarter of fiscal 1997. This increase is primarily due to higher marketing and advertising costs, including expanded in-store and other promotional programs related to the Company's contractual commitments with its Strategic Alliance partners noted above. Marketing expenditures for the second quarter of fiscal 1998 also included increased radio and television advertising focused on the Detroit and New Orleans markets.

Interest expense declined during the second quarter compared to the prior year due to a reduction in debt outstanding and a lower weighted average interest rate. See Note 4 of Notes to Condensed Consolidated Financial Statements.

The effective rate for income taxes, based upon estimated annual income tax rates, approximated 37% of income before taxes for both the second quarter of fiscal 1998 and fiscal 1997. The difference between the effective rate and the federal statutory rate of 35% includes amortization of non-deductible goodwill and other intangibles, state income taxes and other non-deductible expenses.

Net income increased 24.1% to $3.3 million or $.17 per share for the quarter ended November 1, 1997 from $2.6 million or $.14 per share for the quarter ended October 26, 1996.

SIX MONTHS ENDED NOVEMBER 1, 1997 (FIRST SIX MONTHS OF FISCAL 1998) COMPARED TO SIX MONTHS ENDED OCTOBER 26, 1996 (FIRST SIX MONTHS OF FISCAL 1997)

Net sales for the six months ended November 1, 1997 increased approximately $11.1 million, or 5.4%, over the first six months of the prior year. This is primarily the result of volume and price increases for the Company's brands, further expansion of manufacturing services for certain customers, and the effects of the Strategic Alliance program discussed above.

Gross profit increased to approximately 32% of net sales for the first six months of fiscal 1998 from 29.1% of net sales for the first six months of fiscal 1997. This increase is due to the factors which contributed to the gross profit improvement for the second quarter of fiscal 1998 discussed above.

Selling, general and administrative expenses increased approximately $7.6 million to 24.5% of net sales for the first six months of fiscal 1998 from 22.1% of net sales for the first six months of fiscal 1997. This increase is primarily due to the increased marketing and other promotional programs noted above, as well as new regionally targeted advertising focused on the Company's brands. Also contributing to the increase were higher shipping and selling costs, related principally to the increase in volume of the Company's brands.

Interest expense declined during the six months compared to the prior year due to a reduction in debt outstanding and a lower weighted average interest rate. See Note 4 of Notes to Condensed Consolidated Financial Statements.

The effective rate for income taxes, based upon estimated annual income tax rates, approximated 37% of income before taxes for both the first six months of fiscal 1998 and fiscal 1997. The difference between the effective rate and the federal statutory rate of 35% includes amortization of non-deductible goodwill and other intangibles, state income taxes and other non-deductible expenses.

Net income increased 20.2% to $9.2 million or $.48 per share for the six months ended November 1, 1997, from $7.7 million or $.41 per share for the six months ended October 26, 1996.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

NOVEMBER 1, 1997 compared to MAY 3, 1997

Management views earnings before interest expense, taxes, depreciation and amortization ("EBITDA") as a key indicator of the Company's operating performance and enterprise value, although not as a substitute for cash flow from operations or operating income. During the six months ended November 1, 1997, the Company generated EBITDA of $21.5 million, which represents a 15.6% increase from EBITDA of $18.6 million for the same period last year. EBITDA for the twelve month period ended November 1, 1997 was $32.6 million, representing a 14.1% increase over EBITDA of $28.6 million for the prior twelve month period.

For the six months ended November 1, 1997, cash provided by operating activities of $7.8 million was comprised of net income of $9.2 million plus non-cash charges of $4.7 million less cash used for seasonal working capital requirements of $6.1 million. Cash of $1.6 million was used in investing activities, principally for capital expenditures, and cash of $13.3 million was used for net debt repayments. At November 1, 1997, the Company's ratio of current assets to current liabilities was 2.0 to 1 and the Company had approximately $34 million available under its credit agreements.

The Company believes that its cash and equivalents, together with funds generated from operations and borrowing capabilities, will be sufficient to meet its operating cash requirements in the foreseeable future. The Company is evaluating various capital projects to expand capacity at certain manufacturing facilities; although, at the present time, the Company has no material commitments for capital expenditures requiring cash outlays.

At November 1, 1997, the Company had outstanding long-term debt of $41.9 million. Certain debt agreements contain restrictions which require a subsidiary to maintain certain financial ratios and minimum net worth, and limit the subsidiary with respect to incurring certain additional indebtedness, paying cash dividends and making certain loans, advances or other investments. At November 1, 1997, net assets of the subsidiary of approximately $48 million were restricted from distribution. Cash balances of the Registrant, when combined with funds available from its subsidiary, provide sufficient liquidity to allow the Registrant to meet its current and expected cash obligations. The Company was in compliance with all loan covenants and restrictions at November 1, 1997 and such restrictions are not expected to have a material adverse impact on the operations of the Company. See Note 4 of Notes to Condensed Consolidated Financial Statements.

CHANGES IN ACCOUNTING STANDARDS

In June 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 130 "Reporting Comprehensive Income" ("SFAS 130") and No. 131 "Disclosures About Segments of an Enterprise and Related Information ("SFAS 131"). SFAS 130 establishes standards for reporting and display of comprehensive income and its components. SFAS 131 specifies revised guidelines for determining an entity's operating segments and the type and level of financial information to be disclosed. SFAS 130 and SFAS 131 are effective for fiscal years beginning after December 15, 1997. The Company has not yet determined the impact of the implementation of SFAS 130 and SFAS 131.

FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report of Form 10-Q (this "Form 10-Q"), including statements under "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations," constitute "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 the 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, but are not limited to, the following: general economic and business conditions; competition; success of the Company's Strategic Alliance objective; fluctuations in the costs of raw materials; continued retailer support of the Company's brands; changes in consumer preferences; changes in business strategy or development plans; government regulations; regional weather conditions; and other factors referenced in this Form 10-Q. The Company will not undertake and specifically declines any obligation to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See Note 5 of Notes to Condensed Consolidated Financial Statements.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's Annual Meeting of Shareholders held on October 17, 1997 ("the Annual Meeting"), Mr. Joseph G. Caporella was re-elected to the Board of Directors for a three-year term; 17,428,971 votes were cast for his election and 9,360 votes were withheld. Also at the Annual Meeting, Mr. Samuel C. Hathorn, Jr. was elected to the Board of Directors for a three-year term; 17,426,171 votes were cast for his election and 12,160 votes were withheld.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

EXHIBIT NUMBER	DESCRIPTION
27	Financial Data Schedule (For SEC Use Only)

(b) Reports on Form 8-K: None

SIGNATURE

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.

DATE: December 16, 1997

NATIONAL BEVERAGE CORP.
(Registrant)

By: /s/ Dean A. McCoy

Dean A. McCoy
Vice President - Controller
(On behalf of the Registrant and as
Principal Accounting Officer)

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE UNAUDITED FINANCIAL STATEMENTS OF THE FILER FOR THE PERIOD ENDED NOVEMBER 1, 1997 INCLUDED IN ITS QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED NOVEMBER 1, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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<EPS-PRIMARY>		.48
<EPS-DILUTED>		0