

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): July 15, 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))
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Item 2.02 Results of Operations and Financial Condition

On July 15, 2011, National Beverage Corp. issued a press release announcing financial results for the fourth quarter and fiscal year ended April 30, 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 July 15, 2011 announcing the Company's financial results for fourth quarter and fiscal year ended April 30, 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: July 15, 2011

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

EXHIBIT INDEX

99.1 Press release dated July 15, 2011 announcing the Company's financial results for the fourth quarter and fiscal year ended April 30, 2011.



NEWS

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

**NATIONAL BEVERAGE CORP.
DELIVERS
2011 FISCAL RESULTS**

FORT LAUDERDALE, FL, July 15, 2011 . . . National Beverage Corp. (NASDAQ:FIZZ) today released financial results –

For the fiscal year ended April 30, 2011:

- Sales increased to \$600 million.
- Net income increased 24% to \$40.8 million, or \$.88 per share.
- EBITDA* increased to \$74 million from \$63.6 million.

For the fourth quarter, net sales grew to \$152.1 million and net income increased 20% to \$11.1 million, or \$.24 per share.

“Steadfast in our goal to provide ‘value’ to our consumers, we are extremely proud to deliver significant earnings growth, particularly in light of the challenging U.S. economy. Notwithstanding the fact that the modest sales increase for FY 2011 did not meet our targeted organic growth plan, *Team National’s* diligence in the execution of our Margin Management strategies continued to deliver, even during a period of softness within the U.S. carbonated soft drink market,” stated Nick A. Caporella, Chairman and Chief Executive Officer.

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www.nationalbeverage.com

“Tomorrow’s refreshment beverages will all be judged on functionality and efficacy. *Team National* is keenly aware of its commitment to be innovative and creative in the development of these beverages . . . for certain,” he continued.

“At this writing, two-thirds into our first quarter of FY 2012, we continue to ‘track’ the strategy that rewards our consumers and investors alike . . . a company that is committed to creating ‘value’, whether in a package or in the investors’ portfolio,” 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

While extremely proud of our company and these results . . . Team National would also like to share ‘feelings’ relative to the True Grit of our heritage . . . see attached.

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“How does a seasoned, mature, businessman, CEO . . . express *jubilance* over delivering the best earnings ever, while his company’s common stock is reflecting those earnings – after giving his shareholders the largest cash dividend ever . . . and not allow the dilemma of the current political and economic climate to severely affect that jubilation?” queried Nick A. Caporella, Chairman and Chief Executive Officer, overheard speaking to a group last evening.

“*Team National* is thrilled to have delivered these results, considering the challenges of the past year . . . but what about that soldier in Afghanistan who nearly died that knows his family is terrorized by threats of not getting a much needed paycheck or the millions of fixed income people who are threatened by lack of payment? How can we be proud of that?” Caporella went on.

“This past June 19th, I celebrated 52 years in business and 35 of those as a public company CEO. Since 9-11, it is quite common to hear the words ‘terror’ or ‘terrorists’, but as an extremely proud American . . . I never thought I would listen to Americans threaten and terrorize other Americans. Awful . . .”

“My wish is that we could celebrate our great performance and continue doing so in a better climate . . . where the mood was to live the American Dream in this great land of opportunity . . . when millions before us came with a gleam in their eye, anxious to be free and have the opportunity afforded by the greatest English word ever defined by Webster – A M E R I C A!” concluded Caporella.

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National Beverage Corp.
Consolidated Results for the Fourth Quarter and Fiscal Year Ended
April 30, 2011 and May 1, 2010
(in thousands, except per share amounts)

| | Fourth Quarter Ended | | Fiscal Year Ended | |
|------------------------------|----------------------|----------------|-------------------|----------------|
| | April 30, 2011 | May 1, 2010 | April 30, 2011 | May 1, 2010 |
| Net Sales | \$ 152,110 | \$ 149,601 | \$ 600,193 | \$ 593,465 |
| Net Income | \$ 11,087 | \$ 9,211 | \$ 40,754 | \$ 32,853 |
| Net Income Per Share | | | | |
| Basic | \$.24 | \$.20 | \$.88 | \$.71 |
| Diluted | \$.24 | \$.20 | \$.88 | \$.71 |
| Average Common Shares | | | | |
| Outstanding: | | | | |
| Basic | 46,229 | 46,148 | 46,188 | 46,065 |
| Diluted | 46,388 | 46,334 | 46,373 | 46,294 |

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.

| | Fiscal Year Ended | |
|---------------------------------|-------------------|------------------|
| | April 30, 2011 | May 1, 2010 |
| Net Income (GAAP) | \$ 40,754 | \$ 32,853 |
| Depreciation and Amortization | 11,356 | 12,350 |
| Interest (Income) Expense - Net | (41) | (109) |
| Provision for Income Taxes | 21,896 | 18,532 |
| EBITDA (Non-GAAP) | \$ 73,965 | \$ 63,626 |

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