

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 7, 2013

National Beverage Corp.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-14170

(Commission File Number)

59-2605822

(IRS Employer Identification No.)

8100 SW Tenth Street, Suite 4000

Fort Lauderdale, Florida

(Address of Principal Executive Offices)

33324

(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 March 7, 2013, National Beverage Corp. issued a press release announcing financial results for the three and nine month periods ended January 26, 2013. 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 7, 2013 announcing the Company's financial results for the three and nine month periods ended January 26, 2013.

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 7, 2013

/s/ Dean A. McCoy

Dean A. McCoy

Senior Vice President and Chief Accounting Officer

EXHIBIT INDEX

99.1 Press release dated March 7, 2013 announcing the Company's financial results for the three and nine month periods ended January 26, 2013.



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

**NATIONAL BEVERAGE CORP.
 POINTS WITH
 GROWTH + PRIDE**

FORT LAUDERDALE, FL, March 7, 2013 . . . National Beverage Corp. (NASDAQ:FIZZ) today reported results:

For the nine months ended January 26, 2013 –

- Revenues increased to \$494.1 million ↑ up 6.6%
- Net income increased to \$34.8 million ↑ up 7.3%
- Earnings per share increased to \$.75 ↑ up 7.1%

For the Trailing Twelve Months –

Sales	EBITDA*	P/E Ratio
\$ 659.6 million	\$81.2 million	Ind. Avg. 19.6x <i>FIZZ</i> 13.95x

“Consistent quarters of revenue and earnings growth – achieved in a volatile environment of political and economic chaos – are a feat *Team National* is proud to report. Our winter quarter is always challenging, yet we were able to outpace the industry with the growth of both our Power+ Brands and carbonated soft drinks. The continued double-digit volume gains of our *LaCroix* sparkling water and *Rip It* energy drink attest to the success of *Team National* in repositioning our products and distribution to the higher-growth segments of the beverage industry,” stated Nick A. Caporella, Chairman and Chief Executive Officer.

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8100 SW Tenth Street
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Phone: 877-NBC-FIZZ
www.nationalbeverage.com

“Working proudly at all that we do is inherent in our culture: safeguarding the balance sheet; providing shareholder gratification; innovating profoundly; developing new techniques and *All-Ways* setting ourselves apart . . . that’s our challenge at being the best provider of taste, quality and value! As most Americans ponder sequestering . . . we at National Beverage wish for America the wholesome spirit provided by – *Refreshment*,” concluded Caporella.

National Beverage’s iconic brands are the genuine essence . . . of America. Our company 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.

“Patriotism” – If Only We Could Bottle It!

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 26, 2013 and January 28, 2012
(in thousands, except per share amounts)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>January 26, 2013</u>	<u>January 28, 2012</u>	<u>January 26, 2013</u>	<u>January 28, 2012</u>
Net Sales	<u>\$ 144,723</u>	<u>\$ 136,401</u>	<u>\$ 494,140</u>	<u>\$ 463,455</u>
Net Income	<u>\$ 8,414</u>	<u>\$ 7,904</u>	<u>\$ 34,823</u>	<u>\$ 32,462</u>
Net Income Per Share				
Basic	<u>\$.18</u>	<u>\$.17</u>	<u>\$.75</u>	<u>\$.70</u>
Diluted	<u>\$.18</u>	<u>\$.17</u>	<u>\$.75</u>	<u>\$.70</u>
Average Common Shares				
Outstanding				
Basic	<u>46,321</u>	<u>46,276</u>	<u>46,304</u>	<u>46,263</u>
Diluted	<u>46,482</u>	<u>46,472</u>	<u>46,478</u>	<u>46,441</u>

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.

Non-GAAP Financial Measures

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 may provide users of this financial information with additional insights into the operating performance of the business and to also serve as widely accepted measures for comparing operating performance with other companies.

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

	Trailing 12 Months Ended January 26, 2013
Net Income (GAAP)	\$ 46,354
Depreciation and Amortization	11,123
Interest (Income) Expense - Net	139
Provision for Income Taxes	23,585
EBITDA (Non-GAAP)	<u>\$ 81,201</u>



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