

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): November 23, 2012

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))

**Item 8.01 Other Events**

On November 23, 2012 National Beverage Corp. announced a special cash dividend in the range of \$1.50 to \$3.00 per share and that the per-share amount will be finalized no later than November 30, 2012. This press release is furnished as Exhibit 99.1 hereto.

On November 29, 2012, National Beverage Corp. announced the record date for the special dividend of December 7, 2012 and that the amount of the dividend was finalized at \$2.55 per share. This press release is furnished as Exhibit 99.2 hereto.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibit 99.1 Press release dated November 23, 2012.

(c) Exhibit 99.2 Press release dated November 29, 2012.

**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: November 29, 2012

/s/ George R. Bracken  
George R. Bracken  
Executive Vice President - Finance

**EXHIBIT INDEX**

99.1 Press release dated November 23, 2012

99.2 Press release dated November 29, 2012



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

NATIONAL BEVERAGE CORP. ACTS:  
 'FOREGONE TAX RATES  
 STIMULATE SHAREHOLDER PAYBACK!'

Fort Lauderdale, FL . . . November 23, 2012 – National Beverage Corp. (NASDAQ:FIZZ) today announced that its Board of Directors has declared a special cash dividend to shareholders of record at the close of business on December 5, 2012. The Board directed a range of \$1.50 to \$3.00 per share and will finalize the per share amount no later than November 30, 2012. The payment date will be made to avail shareholders of the current tax treatment in calendar year 2012; and, further, should the Administration extend or modify its position relative to current tax on dividends, the Board may extend the payment date to February 1, 2013.

“Our Board views itself as ‘Guardians’ of the shareholders and, as such, will continue to explore all remedies to enhance shareholder values. The range of distribution, while protecting the integrity of our balance sheet, are shareholder values that we will not *compromise*,” stated Nick A. Caporella, Chairman and Chief Executive Officer.

“Final services for President Kennedy’s – ‘*What You Can Do For Your Country*’ were held November 6, 2012. Will traditional ‘Golden Standards’ also go the way of that challenge? Can the *walls* of a Fortress Balance Sheet be astute talent or dynamic creative and insure the same *Philosophical Security* to the investor? Does shareholder equity have a significant effect on a company’s ability to create, innovate and make profits? Or . . . should it be the *Idea* – the generation of *Cash Flow* and the magnet that attracts *genius* to the Team . . . that comprise the real granite walls of the *Fortress* . . . on the *Fortress Balance Sheet*?” Caporella added.

-more-



8100 SW Tenth Street  
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Phone: 877-NBC-FIZZ  
[www.nationalbeverage.com](http://www.nationalbeverage.com)

“Is tomorrow’s Enterprise Value determined by the brilliance of the *idea*, management’s *creativity* and the magnitude of *free cash flow*? I certainly hope so . . .” continued Caporella.

“Confusion, upset, dilemma, change, challenge . . . *All* are provocateurs for the Opportunistic and the Innovator! The benefactors are those who engage in novel thought, for they rest upon – Excellence! We are effervescently engaged – We are National Beverage Corp.! Just part of our DNA . . .” smiled 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.

*“Patriotism” – If Only We Could Bottle It!*

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

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.



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

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**NATIONAL BEVERAGE CORP.  
GIVES SHAREHOLDERS  
\$2.55 PER SHARE**

Fort Lauderdale, FL . . . November 29, 2012 – National Beverage Corp. (NASDAQ:FIZZ) today confirmed that its Board of Directors has chosen to distribute \$2.55 per share to its shareholders. “Additionally, amidst a jubilant reception of our special dividend, requests asking to extend the record date were considered and approved by the Board. The new record date shall be the close of business on December 7, 2012,” stated Nick A. Caporella, Chairman and Chief Executive Officer.

“A significant consideration for the Board’s decision to ‘*advantage*’ the shareholders with current tax benefits was a *commitment* by our largest shareholder to make available additional equity should the occasion develop. The expediency by many corporations to benefit their shareholders has created a very expensive climate for debt. We will bypass this climate and continue with our favorable credit facilities that are presently in place. Prudent and wise at this time . . .” Caporella added.

“A refreshing bittersweet *feeling* embraces this particular dividend; one of six that totals \$8.66 over the past eight years. One ‘s’ of Fortress balance sheet will go missing for a while (albeit for a commendable cause)! Yet, the sweetness of holiday merriment in ‘*Doing the Right Thing*’ – exciting many this wonderful Christmas . . . makes losing that precious ‘s’ – ok!” Caporella remarked.

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“Does this *highly charged* fiscal dilemma make you see Red?” Caporella was asked. “Yes it does . . . but we continuously see *red, yellow, orange, blue, brown, pink, green, purple* and more. We are America’s Flavor Choice – We are National Beverage Corp.!” Caporella winked.

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.

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