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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

- Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Quarterly Period Ended July 31, 2021  
or  
 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  
(State of incorporation)

59-2605822  
(I.R.S. Employer Identification No.)

8100 SW Tenth Street, Suite 4000, Fort Lauderdale, FL 33324  
(Address of principal executive offices including zip code)

(954) 581-0922  
(Registrant's telephone number including area code)  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	FIZZ	The NASDAQ Global Select Market

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  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of registrant's common stock outstanding as of September 7, 2021 was 93,320,346.

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**NATIONAL BEVERAGE CORP.  
QUARTERLY REPORT ON FORM 10-Q  
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## PART I - FINANCIAL INFORMATION

**ITEM 1. FINANCIAL STATEMENTS**  
**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**  
(In thousands, except share data)

	July 31, 2021	May 1, 2021
<b>Assets</b>		
Current assets:		
Cash and equivalents	\$ 245,535	\$ 193,589
Trade receivables - net	98,616	86,442
Inventories	69,934	71,480
Prepaid and other assets	8,927	13,431
Total current assets	423,012	364,942
Property, plant and equipment - net	131,917	131,027
Right of use assets - net	38,169	41,676
Goodwill	13,145	13,145
Intangible assets	1,615	1,615
Other assets	4,828	4,832
Total assets	<u>\$ 612,686</u>	<u>\$ 557,237</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 84,920	\$ 88,754
Accrued liabilities	38,899	43,551
Short-term lease obligations	14,278	14,800
Income taxes payable	15,249	89
Total current liabilities	153,346	147,194
Deferred income taxes - net	16,342	17,294
Operating lease liability - non current	26,298	28,837
Other liabilities	8,410	7,915
Total liabilities	204,396	201,240
Shareholders' equity:		
Preferred stock, \$1 par value - 1,000,000 shares authorized; Series C - 150,000 shares issued	150	150
Common stock, \$.01 par value - 200,000,000 shares authorized; 101,688,458 shares issued (101,675,858 shares at May 1)	1,017	1,016
Additional paid-in capital	38,604	38,375
Retained earnings	391,488	337,672
Accumulated other comprehensive income	1,264	3,017
Treasury stock - at cost:		
Series C preferred stock - 150,000 shares	(5,100)	(5,100)
Common stock - 8,374,112 shares	(19,133)	(19,133)
Total shareholders' equity	408,290	355,997
Total liabilities and shareholders' equity	<u>\$ 612,686</u>	<u>\$ 557,237</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

(In thousands, except per share amounts)

	Three Months Ended	
	July 31, 2021	August 1, 2020
Net sales	\$ 311,712	\$ 293,367
Cost of sales	186,941	176,149
Gross profit	124,771	117,218
Selling, general and administrative expenses	54,443	50,547
Operating income	70,328	66,671
Other income (expense) - net	(15)	276
Income before income taxes	70,313	66,947
Provision for income taxes	16,497	15,783
Net income	<u>\$ 53,816</u>	<u>\$ 51,164</u>
Earnings per common share:		
Basic	<u>\$ .58</u>	<u>\$ .55</u>
Diluted	<u>\$ .58</u>	<u>\$ .55</u>
Weighted average common shares outstanding:		
Basic	<u>93,306</u>	<u>93,248</u>
Diluted	<u>93,574</u>	<u>93,508</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**  
(In thousands)

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	Three Months Ended	
	July 31, 2021	August 1, 2020
Net income	\$ 53,816	\$ 51,164
Other comprehensive income (loss), net of tax:		
Cash flow hedges	(1,753)	5,259
Comprehensive income	<u>\$ 52,063</u>	<u>\$ 56,423</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)**  
(In thousands)

	Three Months Ended			
	July 31, 2021		August 1, 2020	
	Shares	Amount	Shares	Amount
<b>Series C Preferred Stock</b>				
Beginning and end of period	150	\$ 150	150	\$ 150
<b>Common Stock</b>				
Beginning of period	101,676	1,016	101,606	1,016
Stock options exercised	12	1	28	0
End of Period	101,688	1,017	101,634	1,016
<b>Additional Paid-In Capital</b>				
Beginning of period		38,375		37,422
Stock options exercised		58		139
Stock-based compensation		171		41
End of period		38,604		37,602
<b>Retained Earnings</b>				
Beginning of period		337,672		443,402
Net income		53,816		51,164
End of period		391,488		494,566
<b>Accumulated Other Comprehensive Income (Loss)</b>				
Beginning of period		3,017		(5,420)
Cash flow hedges, net of tax		(1,753)		5,259
End of period		1,264		(161)
<b>Treasury Stock - Series C Preferred</b>				
Beginning and end of period	150	(5,100)	150	(5,100)
<b>Treasury Stock - Common</b>				
Beginning and end of period	8,374	(19,133)	8,374	(19,133)
<b>Total Shareholders' Equity</b>		<u>\$ 408,290</u>		<u>\$ 508,940</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
(In thousands)

	Three Months Ended	
	July 31, 2021	August 1, 2020
<b>Operating Activities:</b>		
Net income	\$ 53,816	\$ 51,164
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	4,679	4,627
Deferred income taxes	(401)	(151)
Loss on disposal of property, net	6	2
Stock-based compensation	171	41
Amortization of operating right of use assets	3,562	3,399
Changes in assets and liabilities:		
Trade receivables	(12,174)	(18,828)
Inventories	1,546	407
Operating lease right of use assets	(924)	(160)
Prepaid and other assets	(106)	(163)
Accounts payable	(3,834)	98
Accrued and other liabilities	12,509	14,056
Operating lease liabilities	(2,192)	(2,963)
Net cash provided by operating activities	<u>56,658</u>	<u>51,529</u>
<b>Investing Activities:</b>		
Additions to property, plant and equipment	(4,770)	(3,668)
Proceeds from sale of property, plant and equipment	-	1
Net cash used in investing activities	<u>(4,770)</u>	<u>(3,667)</u>
<b>Financing Activities:</b>		
Proceeds from stock options exercised	58	139
Net cash provided by financing activities	<u>58</u>	<u>139</u>
<b>Net Increase in Cash and Equivalents</b>	51,946	48,001
<b>Cash and Equivalents - Beginning of Period</b>	193,589	304,518
<b>Cash and Equivalents - End of Period</b>	<u>\$ 245,535</u>	<u>\$ 352,519</u>
<b>Other Cash Flow Information:</b>		
Interest paid	<u>\$ 61</u>	<u>\$ 13</u>
Income taxes paid	<u>\$ 222</u>	<u>\$ 1,240</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

National Beverage Corp. develops, produces, markets and sells a distinctive portfolio of sparkling waters, juices, energy drinks and carbonated soft drinks primarily in the United States and Canada. Incorporated in Delaware in 1985, National Beverage Corp. is a holding company for various operating subsidiaries. When used in this report, the terms “we,” “us,” “our,” “Company” and “National Beverage” mean National Beverage Corp. and its subsidiaries.

**1. SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The condensed consolidated financial statements include the accounts of National Beverage Corp. and its subsidiaries. Significant intercompany transactions and accounts have been eliminated.

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (“GAAP”) and rules and regulations of the Securities and Exchange Commission for interim financial reporting. Accordingly, they do not include all information and notes presented in the annual consolidated financial statements. The condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the fiscal year ended May 1, 2021. The accounting policies used in these interim unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the interim unaudited condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates. In our opinion, all adjustments (consisting of normal recurring adjustments) 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.

***Reclassification***

On February 5, 2021, the Company's board of directors declared a one-for-one stock split in the form of a stock dividend. This dividend was distributed on February 19, 2021 to shareholders of record on February 16, 2021. Share information and earnings per share have been retroactively adjusted to reflect the stock split.

Certain reclassifications have been made to prior period balances in order to conform to the current period's presentation.

***Inventories***

Inventories are stated at the lower of first-in, first-out cost or net realizable market. Inventories at July 31, 2021 were comprised of finished goods of \$37.3 million and raw materials of \$32.6 million. Inventories at May 1, 2021 were comprised of finished goods of \$43.3 million and raw materials of \$28.2 million.



**Marketing Costs**

The Company utilizes a variety of marketing programs, including cooperative advertising programs with customers, to advertise and promote its products to consumers. Marketing costs are expensed when incurred, except for prepaid advertising and production costs, which are expensed when the advertising takes place. Marketing costs, which are included in selling, general and administrative expenses, totaled \$12.4 million for the three months ended July 31, 2021 and \$9.9 million for the three months ended August 1, 2020.

**Shipping and Handling Costs**

Shipping and handling costs are reported in selling, general and administrative expenses in the accompanying condensed consolidated statements of income. Such costs totaled \$22.7 million for the three months ended July 31, 2021 and \$19.4 million for the three months ended August 1, 2020. Although our classification is consistent with many beverage companies, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales.

**2. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consist of the following:

	(In thousands)	
	July 31, 2021	May 1, 2021
Land	\$ 9,835	\$ 9,835
Buildings and improvements	62,785	62,346
Machinery and equipment	261,244	257,119
Total	333,864	329,300
Less accumulated depreciation	(201,947)	(198,273)
Property, plant and equipment – net	<u>\$ 131,917</u>	<u>\$ 131,027</u>

Depreciation expense was \$3.9 million for three months ended July 31, 2021 and \$3.7 million for the three months ended August 1, 2020.

**3. DEBT**

At July 31, 2021, a subsidiary of the Company maintained unsecured revolving credit facilities with banks aggregating \$100 million (the “Credit Facilities”). The Credit Facilities expire from October 28, 2022 to April 30, 2023 and any borrowings would currently bear interest at 1.0% above one-month LIBOR. There were no borrowings outstanding under the Credit Facilities at July 31, 2021 or May 1, 2021. At July 31, 2021, \$2.5 million of the Credit Facilities was reserved for standby letters of credit and \$97.5 million was available for borrowings.

The Credit Facilities require the subsidiary to maintain certain financial ratios, including debt to net worth and debt to EBITDA (as defined in the Credit Facilities), and contain other restrictions, none of which are expected to have a material effect on our operations or financial position. At July 31, 2021, we were in compliance with all loan covenants.

#### 4. STOCK-BASED COMPENSATION

During the three months ended July 31, 2021, options to purchase 12,600 shares of common stock were exercised at a weighted average exercise price of \$4.61. At July 31, 2021, options to purchase 548,500 shares of common stock at a weighted average exercise price of \$17.92 per share were outstanding and stock-based awards to purchase 5,399,004 shares of common stock were available for grant.

#### 5. DERIVATIVE FINANCIAL INSTRUMENTS

From time to time, we enter into aluminum swap contracts to partially mitigate our exposure to changes in the cost of aluminum cans. Such financial instruments are designated and accounted for as a cash flow hedge. Accordingly, gains or losses attributable to the effective portion of the cash flow hedge are reported in accumulated other comprehensive income (loss) ("AOCI") and reclassified into cost of sales in the period in which the hedged transaction affects earnings. The ineffective portion of the change in fair value of our cash flow hedge was immaterial. The following summarizes the gains (losses) recognized in the Condensed Consolidated Statements of Income and AOCI:

	(In thousands)	
	2021	2020
<b>Recognized in AOCI:</b>		
Gain before income taxes	\$ 753	\$ 5,080
Less income tax provision	180	1,215
Net	573	3,865
<b>Reclassified from AOCI to cost of sales:</b>		
Gain (loss) before income taxes	3,057	(1,832)
Less income tax provision (benefit)	731	(438)
Net	2,326	(1,394)
Net change to AOCI	\$ (1,753)	\$ 5,259

As of July 31, 2021, the notional amount of our outstanding aluminum swap contracts was \$1.6 million and, assuming no change in commodity prices, \$1.3 million of unrealized gain before tax will be reclassified from AOCI and recognized in earnings over the next 12 months.

As of July 31, 2021, the fair value of the derivative asset was \$1.3 million, which was included as a component of prepaid and other assets. At May 1, 2021, the fair value of the derivative asset was \$3.6 million, which was included in prepaid and other assets. Such valuation does not entail a significant amount of judgment and the inputs that are significant to the fair value measurement are Level 2 as defined by the fair value hierarchy as they are observable market based inputs or unobservable inputs that are corroborated by market data.

## 6. LEASES

The Company has entered into various non-cancelable operating lease agreements for certain of our offices, buildings, machinery and equipment expiring at various dates through January 2029. The Company does not assume renewals in the determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. Lease agreements generally do not contain material residual value guarantees or material restrictive covenants. Operating lease cost for the three months ended July 31, 2021 and August 1, 2020 was \$3.6 million and \$3.4 million, respectively. As of July 31, 2021, the weighted-average remaining lease term and weighted average discount rate of operating leases was 4.14 years and 3.10%, respectively. As of May 1, 2021, the weighted-average remaining lease term and weighted average discount rate of operating leases was 3.06 years and 3.38%, respectively. Cash payments were \$3.6 million for operating leases for the three months ended July 31, 2021 and \$3.5 million for the three months ended August 1, 2020.

The following is a summary of future minimum lease payments and related liabilities for all non-cancelable operating leases as of July 31, 2021:

	(In thousands)
Fiscal 2022 – Remaining 3 quarters	\$ 11,761
Fiscal 2023	10,446
Fiscal 2024	8,140
Fiscal 2025	5,205
Fiscal 2026	3,255
Thereafter	4,447
Total minimum lease payments including interest	43,254
Less: Amounts representing interest	(2,678)
Present value of minimum lease payments	40,576
Less: Current portion of lease obligations	(14,278)
Non-current portion of lease obligations	\$ 26,298

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

### OVERVIEW

National Beverage Corp. innovatively refreshes America with a distinctive portfolio of sparkling waters, juices, energy drinks (Power+ Brands) and, to a lesser extent, Carbonated Soft Drinks. We believe our creative product designs, innovative packaging and imaginative flavors, along with our corporate culture and philosophy, make National Beverage unique as a stand-alone entity in the beverage industry.

Our strategy seeks the profitable growth of our products by (i) developing healthier beverages in response to the global shift in consumer buying habits and tailoring our beverage portfolio to the preferences of a diverse mix of ‘crossover consumers’ – a growing group desiring a healthier alternative to artificially sweetened and high-caloric beverages; (ii) emphasizing unique flavor development and variety throughout our brands that appeal to multiple demographic groups; (iii) maintaining points of difference through innovative marketing, packaging and consumer engagement and (iv) responding faster and more creatively to changing consumer trends than larger competitors who are burdened by legacy production and distribution complexity and costs.

The majority of our brands are geared to the active and health-conscious consumer including sparkling waters, energy drinks, and juices. Our portfolio of Power+ Brands includes LaCroix®, LaCroix Cúrate®, and LaCroix NiCola® sparkling water products; Clear Fruit® non-carbonated water beverages enhanced with fruit flavor; Rip It® energy drinks and shots; and Everfresh®, Everfresh Premier Varietals™ and Mr. Pure® 100% juice and juice-based products. Additionally, we produce and distribute carbonated soft drinks including Shasta® and Faygo®, iconic brands whose consumer loyalty spans more than 130 years.

Presently, our primary market focus is the United States and Canada. Certain of our products are also distributed on a limited basis in other countries and options to expand distribution to other regions are being considered. To service a diverse customer base that includes numerous national retailers, as well as thousands of smaller “up-and-down-the-street” accounts, we utilize a hybrid distribution system consisting of warehouse and direct-store delivery. The warehouse delivery system allows our retail partners to further maximize their assets by utilizing their ability to pick up product at our warehouses, further lowering their/our product costs.

Our operating results are affected by numerous factors, including fluctuations in the costs of raw materials, holiday and seasonal programming, changes in consumer purchasing habits and weather conditions. Beverage sales are seasonal with higher sales volume realized during the summer months when outdoor activities are more prevalent.

Traditional and typical are not a part of an innovator's vocabulary.

## **RESULTS OF OPERATIONS**

### Three Months Ended July 31, 2021 (first quarter of fiscal 2022) compared to Three Months Ended August 1, 2021 (first quarter of fiscal 2021)

Net sales for the first quarter of fiscal 2022 increased 6.3% to \$311.7 million from \$293.4 million for the first quarter of fiscal 2021. The increase in sales resulted primarily from a 4.7% increase in average selling price per case and a 1.5% increase in case volume. The volume increase includes a 5.6% increase in Power+ Brands primarily attributable to increased consumer demand. Certain labor, raw material and transportation constraints impacted our ability to meet customer demand.

Gross profit for the first quarter of fiscal 2022 increased to \$124.8 million from \$117.2 million for the first quarter of fiscal 2021. The increase in gross profit is due to increased average selling price per case, changes in product mix and increased volume, partially offset by a 4.6% increase in cost of sales per case. The cost of sales per case increase was primarily due to increases in packaging, ingredients and labor costs. Gross margin was 40.0% for the first quarter of fiscal 2022 and fiscal 2021.

Selling, general and administrative expenses for the first quarter of fiscal 2022 increased \$3.9 million to \$54.4 million from \$50.5 million for the first quarter of fiscal 2021. The increase was primarily due to an increase in marketing and shipping costs partially offset by a decrease in administrative costs. As a percent of net sales, selling, general and administrative expenses increased to 17.5% from 17.2% for the first quarter of fiscal 2021.

Other income (expense) includes interest income of \$48,000 for the first quarter of fiscal 2022 and \$276,000 for the first quarter of fiscal 2021. The decrease in interest income is due to changes in average invested balances and lower return on investments.

The Company's effective income tax rate, based upon estimated annual income tax rates, was 23.5% for the first quarter of fiscal 2022 and 23.6% for the first quarter of fiscal 2021. The difference between the effective rate and the federal statutory rate of 21% was primarily due to the effects of state income taxes.

## **LIQUIDITY AND FINANCIAL CONDITION**

### **Liquidity and Capital Resources**

Our principal source of funds is cash generated from operations. At July 31, 2021, we maintained \$100 million unsecured revolving credit facilities, under which no borrowings were outstanding and \$2.5 million was reserved for standby letters of credit. We believe existing capital resources will be sufficient to meet our liquidity and capital requirements for the next twelve months.

### **Cash Flows**

The Company's cash position increased \$51.9 million for the first quarter of fiscal 2022.

Net cash provided by operating activities for the first quarter of fiscal 2022 amounted to \$56.7 million compared to \$51.5 million for the first quarter of fiscal 2021. Net cash provided by operating activities for the first quarter of fiscal 2022 was principally provided by net income of \$53.8 million, depreciation and amortization of \$4.7 million, and amortization of operating right of use assets of \$3.6 million, offset in part by changes in working capital and other accounts.

Net cash used in investing activities for the first quarter of fiscal 2022 reflects capital expenditures of \$4.8 million, compared to capital expenditures of \$3.7 million for the first quarter of fiscal 2021. We intend to continue production capacity and efficiency improvement projects, and expect fiscal 2022 capital expenditures to be comparable to fiscal 2021 levels.

### **Financial Position**

At July 31, 2021, our working capital increased to \$269.7 million from \$217.7 million at May 1, 2021. The current ratio was 2.8 to 1 at July 31, 2021 compared to 2.5 to 1 at May 1, 2021. Trade receivables increased \$12.2 million and days sales outstanding improved to 28.8 from 30.1. Inventories decreased \$1.5 million and inventory turns increased to 9.9 times from 9.6 times.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes in market risks from those reported in our Annual Report on Form 10-K for the fiscal year ended May 1, 2021.

#### **ITEM 4. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective to ensure information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **FORWARD-LOOKING STATEMENTS**

National Beverage Corp. and its representatives may make written or oral statements relating to future events or results relative to our financial, operational and business performance, achievements, objectives and strategies. These statements are "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995 and include statements contained in this report and other filings with the Securities and Exchange Commission and in reports to our stockholders. Certain statements including, without limitation, statements containing the words "believes," "anticipates," "intends," "plans," "expects," and "estimates" constitute "forward-looking statements" and involve known and unknown risk, uncertainties and other factors that may cause the actual results, performance or achievements of our 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, pricing of competitive products, success of new product and flavor introductions, fluctuations in the costs and availability of raw materials and packaging supplies, ability to pass along cost increases to our customers, labor strikes or work stoppages or other interruptions in the employment of labor, continued retailer support for our products, changes in brand image, consumer demand and preferences and our success in creating products geared toward consumers' tastes, success in implementing business strategies, changes in business strategy or development plans, government regulations, taxes or fees imposed on the sale of our products, unfavorable weather conditions and other factors referenced in this report, filings with the Securities and Exchange Commission and other reports to our stockholders. We disclaim 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.

**PART II - OTHER INFORMATION****ITEM 1A. RISK FACTORS**

There have been no material changes in risk factors from those reported in our Annual Report on Form 10-K for the fiscal year ended May 1, 2021.

**ITEM 6. EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101	The following financial information from National Beverage Corp. Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2021, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) the Notes to Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

**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: September 9, 2021

National Beverage Corp.  
(Registrant)

By: /s/ George R. Bracken  
George R. Bracken  
Executive Vice President – Finance  
(Principal Financial Officer)



## CERTIFICATION

I, Nick A. Caporella, certify that:

1. I have reviewed this quarterly report on Form 10-Q of National Beverage Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 9, 2021

/s/ Nick A. Caporella

Nick A. Caporella  
Chairman of the Board and  
Chief Executive Officer

## CERTIFICATION

I, George R. Bracken, certify that:

1. I have reviewed this quarterly report on Form 10-Q of National Beverage Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 9, 2021

/s/ George R. Bracken

George R. Bracken

Executive Vice President – Finance

(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of National Beverage Corp. (the "Company") on Form 10-Q for the period ended July 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nick A. Caporella, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 9, 2021

/s/ Nick A. Caporella  
Nick A. Caporella  
Chairman of the Board and  
Chief Executive Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of National Beverage Corp. (the "Company") on Form 10-Q for the period ended July 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, George R. Bracken, Executive Vice President - Finance of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: September 9, 2021

/s/ George R. Bracken

George R. Bracken

Executive Vice President – Finance

(Principal Financial Officer)