

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): August 15, 2008

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.)

One North University Drive
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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 12, 2008, National Beverage Corp. (the "Company") received notice from the staff of the Nasdaq Stock Market ("Nasdaq") indicating that, due to the death of S. Lee Kling, the staff had determined that the Company no longer complied with Nasdaq's audit committee requirement, as set forth in Marketplace Rule 4350 by having only two members on the Company's audit committee. Nasdaq provided the Company with a cure period until January 22, 2009. The Company expects to appoint a qualified independent director to serve on the board and its audit committee prior to January 22, 2009.

(c) Exhibits. The following exhibit is furnished with this report.

99.1 Press Release of National Beverage Corp. dated August 15, 2008.

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 hereunto duly authorized.

National Beverage Corp.
(Registrant)

Date: August 15, 2008

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

National Beverage Announces Board Search

FORT LAUDERDALE, Fla.--(BUSINESS WIRE)--National Beverage Corp. (NASDAQ:FIZZ) announced that it has begun a search for an independent director to serve on its board of directors and audit committee. The company has suffered the loss of a proud American, a warm friend and a director *'par excellence'*! This loss has temporarily placed the company in a position of non-compliance relative to the requirement of a minimum of three independent directors on the audit committee. Under the NASDAQ rules, the company has until January 22, 2009 to appoint an additional director.

"We all mourn the passing of a unique American," stated Chairman and CEO Nick A. Caporella. "Lee Kling's devotion to his family was strongly complimented by his patriotism and dedicated service to his America. In all aspects . . . Lee, was . . . one, hell-of-a-man," concluded Caporella.

National Beverage is highly innovative, making it unique as a *pace-setter* in the changing soft-drink industry. Its lineup of refreshment products consisting of – Energy Drinks and Powders, functionally enhanced juices and waters, and new-to-come beverage supplements 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

CONTACT:

National Beverage Corp., Fort Lauderdale

Grace A. Keene, Office of the Chairman, 954-581-0922