

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): SEPTEMBER 14, 2004

National Beverage Corp.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

1-14170

59-2605822

-----  
(Commission File Number)

(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)

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(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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On September 14, 2004, National Beverage Corp. issued a press release announcing its financial results for the first quarter ended July 31, 2004. This release is furnished as Exhibit 99.1 hereto.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

( c ) Exhibit 99.1 Press release dated September 14, 2004

## National Beverage Corp. Reports First Quarter Profit Increase

FORT LAUDERDALE, Fla.--(BUSINESS WIRE)--Sept. 14, 2004--National Beverage Corp. (AMEX:FIZ) today announced results for its first quarter ended July 31, 2004. For the quarter, sales were \$146.5 million with earnings of \$8.9 million, or \$.24 per share. For the prior comparable period, sales were similar and earnings were \$8.5 million, or \$.23 per share.

"`OPPORTUNISTICALLY PERFECT' was how we described our status relative to future possibilities in our earnings release dated July 20, 2004. Nothing has occurred to modify that statement," stated Nick A. Caporella, Chairman and Chief Executive Officer.

"Many circumstances affect the purchases of soft drinks and the current consumer has to deal with more than ever before. `Heightened Awareness' of just about everything is the explanation for softer than normal sales during this quarter, which also included increased raw material costs, while 42 quarters of sustained profits is the work ... of Team National," continued Caporella.

"While we continue to adjust pricing, we are 'on course' strategically with our new product launches and expect these incremental new revenues to produce higher margins not typical of the traditional carbonated soft drink industry," Caporella stated.

"We have previously stated that fiscal year 2005 will surely provide our best performance to date and we stand solidly with that statement," concluded Caporella.

National Beverage produces soft drinks, bottled waters, juices and juice products and is highly recognized for a line of refreshing flavors through its popular brands: Shasta(R), Faygo(R), Ritz(R), Everfresh(R), Mr. Pure(R), LaCroix(R) and Rip It(R).

Fun & Flavor ... the National Beverage Way

National Beverage Corp.  
Consolidated Results for the Three Months Ended  
July 31, 2004 and August 2, 2003  
(in thousands, except per share amounts)

	Three Months Ended	
	July 31, 2004	August 2, 2003
	-----	-----
Net Sales	\$146,512	\$145,665
	=====	=====
Net Income	\$ 8,856	\$ 8,450
	=====	=====
Net Income Per Share:		
Basic	\$ .24	\$ .23
	=====	=====
Diluted	\$ .23	\$ .22
	=====	=====
Average Common Shares Outstanding:		
Basic	37,560	36,834
	=====	=====
Diluted	38,264	38,138
	=====	=====

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 described in the Company's Securities and Exchange Commission filings

and the Company undertakes no obligations to update the forward-looking statements.

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