

Raptor/Harbor Reeds SPV LLC

Form 4

December 28, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Raptor/Harbor Reeds SPV LLC

(Last) (First) (Middle)

280 CONGRESS STREET, 12TH
FLOOR

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REED'S, INC. [REED]

3. Date of Earliest Transaction
(Month/Day/Year)

12/27/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	12/27/2017		P(1)		2,666,667	A	1.5 (1)
							3,433,334

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title An Nu Sha
Convertible Promissory Note	\$ 1.5	12/27/2017		J ⁽²⁾	1,133,334	12/27/2017 04/21/2021	Common Stock 2,
Warrant	\$ 2.025	12/27/2017		P ⁽¹⁾	1,333,333	12/27/2017 12/27/2020	Common Stock 1,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Raptor/Harbor Reeds SPV LLC 280 CONGRESS STREET, 12TH FLOOR BOSTON, MA 02210	X

Signatures

/s/ Raptor/Harbor Reeds SPV LLC, by Daniel P. Hart, General Counsel of
Manager 12/28/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In the Issuer's rights offering to its shareholders, the Reporting Person purchased 2,666,667 Units (with each Unit consisting of (i) 1 share of Common Stock and (ii) a Warrant to purchase 1/2 share of Common Stock) at a purchase price of \$1.50 per unit. The purchase of the shares is reported on Table I and the purchase of the Warrant is reported on the second line of Table II.

(2) In connection with the Reporting Person's backstop commitment agreement to purchase Units in the Issuer's rights offering, the Reporting Person agreed to extend the Maturity Date of the previously-outstanding Convertible Promissory Note in the principal amount of \$3,400,000 from April 21, 2019 to April 21, 2021, and the Issuer agreed to reduce the conversion price from \$3.00 per share to \$1.50 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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