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REEDS INC
Form 8-A12B
May 11, 2005

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OMB APPROVAL
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OMB Number: 3235-0056
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Expires: October 31, 2005
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Estimated average burden
hours per response. . . 3.0
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

REED'S, INC.

(Exact name of registrant as specified in its charter)

Delaware

95-4348325

(State of incorporation or organization) (I.R.S. Employer Identification No.)

13000 South Spring Street, Los Angeles, California

90061

(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
--------------------------------------------	------------------------------------------------------------------

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

333-100304

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.0001 par value

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(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Incorporated herein by this reference is the description of the securities prepared in compliance with Item 202 of Regulation S-B set forth in the Section entitled, "Description of Our Securities," in the prospectus filed by Reed's, Inc. (the "Registrant") on May 10, 2005 with the Securities and Exchange Commission as part of the Registrant's Amendment 4 to Registration Statement on Form SB-2, Registration No. 333-120451 (the "Registration Statement"), and all amendments thereto.

Item 2. Exhibits.

- 1.2* Underwriting Agreement
- 1.3* Specimen Subscription Agreement
- 3.1 Certificate of Incorporation
- 3.2 Amendment to Certificate of Incorporation
- 3.3 Certificate of Designations
- 3.4 Certificate of Correction to Certificate of Designations
- 3.5 Bylaws, as amended
- 4.1 Form of common stock certificate
- 4.2 Form of Series A preferred stock certificate
- 4.3 2001 Employee Stock Option Plan
- 4.4 Convertible promissory notes issued to investors
- 4.5 Amendment to Promissory Note
- 5.1 Legal opinion of Horwitz and Cron
- 10.1 Purchase Agreement for Virgil's Root Beer
- 10.2 Brewing Agreement dated as of May 15, 2001 between the Company and The Lion Brewery, Inc.
- 10.3 Loan Agreement with U.S. Bank National Association for purchase of the Brewery
- 10.4 Loan Agreement with U.S. Bank National Association for improvements at the Brewery
- 10.5 Loan Agreement with Bay Business Credit
- 10.6 Credit Agreement with Merrill Lynch
- 10.7 Form of Promotional Share Lock-In Agreement

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- 10.7(a) Promotional Share Lock-In Agreement For Christopher J. Reed
- 10.7(b) Promotional Share Lock-In Agreement For Robert T. Reed, Jr.
- 10.7(c) Promotional Share Lock-In Agreement For Robert T. Reed, Sr.
- 10.7(d) Promotional Share Lock-In Agreement For Peter Sharma III
- 10.7(e) Promotional Share Lock-In Agreement For Joseph Grace
- 10.8 Loan Agreement dated September 28, 2004 with Bay Business Credit
- 10.9 Sirius/Pureprophet, Ltd. Vendor's Credit Line Agreement with Original Beverage Corp.
- 10.10 Terms Of Amortization for Peter Sharma III for Sirius/Pureprophet, Ltd. Vendor's Credit Line Agreement with Original Beverage Corp.
- 10.11 Co-Sign Agreement
- 10.12 Loan Agreement with Robert T. Reed, Sr.
- 10.13 Loan Agreement with William Holiman
- 10.14 Loan Agreement with Bay Business Credit
- 10.15 Loan Agreement with Robert T. Reed
- 10.16 Loan Agreement with Robert T. Reed
- 10.17 Amendment to Loan Agreement with Bay Business Credit
- 10.18 Suspension of Loan Payment Agreement with Robert T. Reed, Sr.
- 23.1 Opinion and Consent of Weinberg & Company, P.A.
- 23.2 Consent of Horwitz and Cron (contained in Exhibit 5.1)
- 23.3 Consent of Consent of Weinberg & Company, P.A.
- 24 Power of Attorney (included in the signature page to the Registration Statement)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) REED'S, INC., a Delaware corporation

Date: May 10, 2005

By: /s/ Christopher J. Reed

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Christopher J. Reed

Title: President
