

JONES SODA CO  
Form 8-K  
October 26, 2012

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): October 25, 2012

Jones Soda Co.

(Exact name of registrant as specified in its charter)

Washington

0-28820

52-2336602

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 1st Avenue South, Suite 100,  
Seattle, Washington

98134

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:  
Not Applicable

206-624-3357

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:

- ☐ 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 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of Jones Soda Co. (the "Company") held on October 25, 2012, the Company's shareholders voted on the election of directors and ratification of the appointment of Peterson Sullivan LLP as our independent registered public accounting firm for 2012.

The shareholders elected the following six directors, who received the number of votes set forth opposite their respective names:

|                    | For       | Withhold           | Broker Non-Votes   |
|--------------------|-----------|--------------------|--------------------|
| Mills A. Brown     | 8,876,696 | 10,967,585 326,711 | 518,657 22,154,552 |
| Richard V. Cautero | 8,880,094 | 10,886,478 323,313 | 599,764 22,154,552 |
| Jennifer L. Cue    | 8,907,749 | 11,063,667 295,658 | 422,575 22,154,552 |
| Michael M. Fleming | 8,862,756 | 10,930,155 340,651 | 556,087 22,154,552 |
| Matthew K. Kellogg | 8,902,952 | 11,152,306 300,455 | 333,936 22,154,552 |
| Susan A. Schreter  | 8,924,396 | 10,888,704 279,011 | 597,538 22,154,552 |

The shareholders ratified the appointment of Peterson Sullivan LLP as our independent registered public accounting firm for the fiscal year 2012 by a vote of 30,615,228 shares for, 440,930 shares against, and 301,801 shares abstaining. There were no broker non-votes in connection with this matter.

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.

JONES SODA CO.  
(Registrant)

October 26, 2012

By: /s/ Carrie L. Traner  
Carrie L. Traner, Vice President of Finance