

JONES SODA CO
Form 8-K/A
October 29, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
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

52-23366

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. E
Identifica

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

98134

(Address of principal executive offices)

(Zip Cod

Registrant's telephone number, including area code: 206-624-3357
Not Applicable

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))
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Explanatory Note

The Company is filing this Form 8-K/A to correct the number of votes reported in the election of directors, as reported in the Form 8-K filed on October 26, 2012, which previously included extraneous columns of data. The voting results in the election of directors are unchanged.

 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 | 326,711 | 22,154,552 |
| Richard V. Cautero | 8,880,094 | 323,313 | 22,154,552 |
| Jennifer L. Cue | 8,907,749 | 295,658 | 22,154,552 |
| Michael M. Fleming | 8,862,756 | 340,651 | 22,154,552 |
| Matthew K. Kellogg | 8,902,952 | 300,455 | 22,154,552 |
| Susan A. Schreter | 8,924,396 | 279,011 | 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 29, 2012

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