

Doherty Daniel Joseph III
 Form 3
 January 19, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|--|--|---|--|---|
| 1. Name and Address of Reporting Person * Â Doherty Daniel Joseph III (Last) (First) (Middle) 13000 S. SPRING STREET (Street) LOS ANGELES,,Â CAÂ 90061 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/10/2018 | 3. Issuer Name and Ticker or Trading Symbol REED'S, INC. [REED] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 20,000 | D | Â |
| Common Stock | 3,433,334 | I | See Footnote ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|-------------------------|
| Convertible Promissory Note | 12/27/2017 | 04/21/2021 | Common Stock | 2,266,667 | \$ 1.5 | I | See Footnote <u>(1)</u> |
| Warrant | 12/27/2017 | 12/27/2020 | Common Stock | 1,333,333 | \$ 2.025 | I | See Footnote <u>(1)</u> |
| Warrant | 07/19/2017 | 07/13/2022 | Common Stock | 60,000 | \$ 1.55 | I | See Footnote <u>(1)</u> |
| Warrant | 10/21/2017 | 04/21/2022 | Common Stock | 650,000 | \$ 1.5 | I | See Footnote <u>(1)</u> |
| Warrant | 01/13/2018 | 07/13/2022 | Common Stock | 350,000 | \$ 2 | I | See Footnote <u>(1)</u> |
| Warrant | 06/20/2018 | 12/22/2022 | Common Stock | 750,000 | \$ 1.5 | I | See Footnote <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Doherty Daniel Joseph III 13000 S. SPRING STREET LOS ANGELES,, CA 90061 | X | X | X | X |

Signatures

/s/ Daniel J.
Doherty III

01/19/2017

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These securities are held by Raptor/ Harbor Reeds SPV LLC, a significant shareholder of Reed's Inc. Mr. Doherty is a principal and (1) significant shareholder of Raptor/ Harbor Reeds SPV LLC. He shares discretionary authority to vote and dispose of the securities held by Raptor/ Harbor Reeds SPV LLC with James Pallotta and may be deemed to be the beneficial owner of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.