

Chastain Eric  
Form 4  
April 20, 2018

**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  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Chastain Eric

(Last) (First) (Middle)

C/O JONES SODA CO., 66 S.  
HANFORD ST, STE 150

(Street)

SEATTLE, WA 98134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
JONES SODA CO [JSDA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/18/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Operating Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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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)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|

## Edgar Filing: Chastain Eric - Form 4

| (Instr. 3)                                        | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |          |     |                     |                    |                 |                                        |
|---------------------------------------------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|----------|-----|---------------------|--------------------|-----------------|----------------------------------------|
|                                                   |                                    |                  | Code       | V                                                                                               | (A)      | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Convertible<br>Subordinated<br>Promissory<br>Note | \$ 0.32                            | 04/18/2018       | A          |                                                                                                 | 0<br>(1) |     | 04/18/2018          | 04/18/2022         | Common<br>Stock | (1)                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                 | Other |
| Chastain Eric<br>C/O JONES SODA CO.<br>66 S. HANFORD ST, STE 150<br>SEATTLE, WA 98134 |               |           | Chief Operating Officer |       |

## Signatures

Jennifer Cue,  
Attorney-in-fact

04/20/2018

\_\_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).

Mr. Chastain purchased a \$10,000 convertible subordinated promissory note of the issuer, which accrues interest at a rate of 6.0% per (1) annum with a four year term and a fixed conversion rate of \$0.32 per share. Mr. Chastain may convert all or part of such convertible note into shares of common stock of the issuer at any time on or prior to the maturity date of the convertible note.

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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