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REEDS INC

Form 8-K

January 10, 2003

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):  
January 6, 2003

REED'S, INC.

(Exact name of registrant as specified in its charter)

Delaware                    333-72198                    95-4348325  
(State of                    (Commission                (I.R.S. Employer  
incorporation)            File Number)            Identification No.)

13000 South Spring Street, Los Angeles, CA 90061  
(Address of principal executive offices)

Registrant's telephone number, including area code:  
(310) 217-9400

Not Applicable

(Former name or former address, if changed since last  
report)

Item 4. Change In Registrant's Certifying  
Accountant.

Effective January 6, 2003, Sprayberry Barnes Marietta  
& Luttrell, Certified Public Accountants  
("Sprayberry ") resigned as the independent auditor and  
certifying accountant of Reed's, Inc. (the "Company"). This  
resignation occurred solely as a result of the  
partners of Sprayberry Barnes Marietta & Luttrell  
joining the certified public accounting firm of Mayer  
Hoffman McCann, P.C. ("Mayer Hoffman McCann").  
According to information provided to the Company by  
Sprayberry's partner representative to the Company,  
all of the partners of Sprayberry Barnes Marietta &  
Luttrell have become shareholders of Mayer Hoffman  
McCann P.C.

Sprayberry Barnes Marietta & Luttrell's reports on the  
Company's financial statements for the fiscal years  
ended December 31, 2001 and 2000 did not contain an  
adverse opinion or disclaimer of opinion, nor were  
they qualified or modified as to uncertainty, audit  
scope or accounting principles.

During the Company's two most recently completed

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fiscal years, and through the date of Sprayberry's January 6, 2003 resignation, there were no disagreements between the Company and Sprayberry on any matter of accounting principles or practices, financial statement disclosure or audit scope or procedure which, if not resolved to Sprayberry's satisfaction, would have caused the firm to make reference to the subject matter in connection with its reports on the Company's consolidated financial statements for either such fiscal year or for any reporting period since the Company's last fiscal year-end. During the Company's two most recently completed fiscal years, and through the date of Sprayberry's resignation, there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has engaged Mayer Hoffman McCann as the Company's new independent auditor and certifying accountant to audit the Company's financial statements for the year ending December 31, 2002. During the fiscal years ended December 31, 2001 and 2000, and through the date leading up to the engagement of Mayer Hoffman McCann, the Company did not consult Mayer Hoffman McCann with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

The Company provided Sprayberry with a copy of the foregoing disclosures and requested that the firm furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether Sprayberry agrees with such disclosures. A copy of such letter, dated January 6, 2003, is filed as Exhibit A to this Current Report on Form 8-K.

### Item 7. Financial Statements and Exhibits

(a) and (b) Not Applicable.

(c) A. Letter from Sprayberry Barnes Marietta & Luttrell

### 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.

REED'S, INC.

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Date: January 9, 2003 By

/s/ Christopher J. Reed

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Christopher Reed, President and Chief Financial  
Officer

[Sprayberry, Barnes, Marietta & Luttrell letterhead]

Sprayberry, Barnes, Marietta & Luttrell  
Certified Public Accountants

January 6, 2003

Securities and Exchange Commission  
450 5th Street  
Washington, D.C. 20549

Re: Reed's, Inc.

We have read the statements that we understand Reed's,  
Inc. will include under Item 4 of the Form 8-K report  
it will file regarding the recent change of auditors.  
We agree with such statements made regarding our firm.

Sincerely,

Sprayberry, Barnes, Marietta & Luttrell