Raptor/Harbor Reeds SPV LLC
Form 4
December 28, 2017

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Raptor/Harbor Reeds SPV LLC

(Last) (First) (Middle)

280 CONGRESS STREET, 12TH FLOOR

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
REED'S, INC. [REED]

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/27/2017		P[(1)]		2,666,667	A	$ 1.5 [(1)]	3,433,334	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Convertible Promissory Note	$ 1.5	12/27/2017		J(2)		1,133,334		12/27/2017	04/21/2021	Common Stock	2,
Warrant	$ 2.025	12/27/2017		P(1)		1,333,333		12/27/2017	12/27/2020	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Raptor/Harbor Reeds SPV LLC 280 CONGRESS STREET, 12TH FLOOR BOSTON, MA 02210		X		

Signatures

/s/ Raptor/Harbor Reeds SPV LLC, by Daniel P. Hart, General Counsel of Manager	12/28/2017
**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).

(1) In the Issuer's rights offering to its shareholders, the Reporting Person purchased 2,666,667 Units (with each Unit consisting of (i) 1 share of Common Stock and (ii) a Warrant to purchase 1/2 share of Common Stock) at a purchase price of $1.50 per unit. The purchase of the shares is reported on Table I and the purchase of the Warrant is reported on the second line of Table II.

(2) In connection with the Reporting Person's backstop commitment agreement to purchase Units in the Issuer's rights offering, the Reporting Person agreed to extend the Maturity Date of the previously-outstanding Convertible Promissory Note in the principal amount of $3,400,000 from April 21, 2019 to April 21, 2021, and the Issuer agreed to reduce the conversion price from $3.00 per share to $1.50 per share.

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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