

JONES SODA CO
Form SC 13G/A
February 08, 2016
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

TO

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Jones Soda Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

480 23 P106

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

Rule 13d-1(b)

X Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be

subject to
all other
provisions
of the Act
(however,
see the
Notes).

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1. Names of Reporting Persons _____ Jennifer L. Cue
 2. Check Appropriate Box if a Member of a Group:
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization United States citizen
 5. Sole Voting Power 2,676,360 shares
 6. Beneficially Shared Voting Power -0-
 7. Sole Dispositive Power 2,676,360 shares
 8. Shared Dispositive Power -0-
 9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,676,360 shares
 10. Check Box if Aggregate Amount in Row "9" Excludes Certain Shares
 11. Percent of Class Represented by Amount in Row "9" 6.44%
 12. Type of Reporting Person IN
-

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Item 1. (a) Name of Issuer Jones Soda Co.
(b) Address of Issuer's Principal Executive Offices 66 S. Hanford St.
#150
Seattle,
Washington 98134

Item 2. (a) Name of Person Filing Jennifer L. Cue
(b) Address of Principal Business Office or, if none, Residence 66 S. Hanford St.
#150
Seattle,
Washington 98134
(c) Citizenship United States
citizen
(d) Title of Class of Securities Common Stock
(e) CUSIP Number 480 23 P106

Item 3. If this Statement is Filed Pursuant to §§ 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)

(e) Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E)

(f) Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)

(g) Parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G)

(h)

Savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)

- (i) Church plan excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
A non-U.S. institution in accordance with
- (j) § 240.13d-1(b)(1)(ii)(J)
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K)

Item 4. Ownership

- (a) Amount beneficially owned 2,676,360 shares(1)
 - (b) Percent of class 6.44%(2)
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote 2,676,360 shares(1)
 - (ii) shared power to vote or to direct the vote -0-
 - (iii) sole power to dispose of or direct disposition 2,676,360 shares (1)
 - (iv) shared power to dispose of or direct disposition -0-
-

- (1) The 2,676,360 shares beneficially owned by Ms. Cue consist of (a) 2,406,360 shares owned directly, and (b) 270,000 shares subject to options currently exercisable by Ms. Cue.
- (2) Calculated in accordance with Exchange Act Rule 13d-3; based on a total of 41,582,462 shares of common stock, consisting of 41,312,462 shares outstanding as of close of business on January 31, 2016, plus 270,000 shares subject to options granted to Ms. Cue that are currently exercisable.

Item 5. Ownership of Five Percent or Less of a Class. If this statement is being not applicable]

filed
to
report
the
fact
that
as
of
the
date
hereof
the
reporting
person
has
ceased
to
be
the
beneficial
owner
of
more
than
5
percent
of
the
class
of
securities,
check
the
following

Item 6. Ownership [not applicable]
of
More
than
Five
Percent
on
Behalf
of
Another Person

Item 7. Identification
and
Classification
of
the [not applicable]
Subsidiary

Which
Acquired
the
Security
Being
Reported
on
By
the
Parent
Holding
Company of
Control
Person.....

Item 8. Identification [not applicable]

and
Classification
of
Members
of
Group

Item 9. Notice

of
Dissolution
of
Group [not applicable]

Item 10. Certification:

By signing below I
certify that, to the
best of my
knowledge and
belief, the securities
referred to above
were not acquired
and are not held for
the purpose of or
with the effect of
changing or
influencing the
control of the issuer
of the securities and
were not acquired
and are not held in
connection with or
as a participant in
any transaction
having that purpose
or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 5, 2016

(Date)

/s/ Jennifer L. Cue

(Signature)
