
UNITED STATES
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):

March 16, 2010

Jones Soda Co.

(Exact name of registrant as specified in its charter)

Washington

0-28820

91-1696175

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

234 Ninth Avenue N., Seattle, Washington

98109

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

206-624-3357

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 16, 2010, Jones Soda Co. (the "Company") received a Nasdaq Staff Determination Letter (the "Letter") from the Nasdaq Stock Market Listing Qualifications Department (the "Staff") indicating that the Company has not regained compliance in accordance with the \$1.00 per share minimum bid requirement for continued listing under Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Requirement"). The Company had been initially notified on September 15, 2009 that the bid price for its common stock had closed below the Minimum Bid Requirement. In accordance with Nasdaq Listing Rules, the Company was provided 180 calendar days to regain compliance with the Minimum Bid Requirement. The 180 calendar day compliance period expired on March 15, 2010. The Letter further indicated that unless the Company requests a hearing to appeal the Staff's determination by March 23, 2010, trading of the Company's common stock will be suspended at the opening of business on March 25, 2010, and the Company's common stock will be removed from listing on the Nasdaq Stock Market.

The Company plans to request a hearing before a Nasdaq Hearings Panel (the "Panel") to appeal the Staff's delisting determination. The request for a hearing will stay the suspension of the Company's common stock pending the issuance of the Panel's written decision. Accordingly, the Company's common stock is expected to continue to be listed on the Nasdaq Capital Market pending the conclusion of the appeal process. There can be no assurance that the Panel will grant the Company's request for continued listing.

On March 22, 2010, the Company issued a press release announcing the receipt of the Letter and the Company's current intention to appeal the Staff's delisting determination. The press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 8.01 Other Events.

On March 22, 2010, the Company issued a press release announcing that it had terminated the exclusivity provisions of a letter of intent with Reed's, Inc., previously announced on March 9, 2010, in order to explore an unsolicited, nonbinding transaction proposal submitted by another third party. A copy of the press release issued by the Company is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated March 22, 2010 regarding Nasdaq delisting

99.2 Press Release dated March 22, 2010 regarding unsolicited transaction proposal

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.

Jones Soda Co.

March 22, 2010

By: /s/ Michael R. O'Brien

*Name: Michael R. O'Brien
Title: Chief Financial Officer*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 22, 2010 regarding Nasdaq delisting
99.2	Press Release dated March 22, 2010 regarding unsolicited transaction proposal

Jones Soda Receives Nasdaq Staff Determination Regarding Delisting Jones Plans to Appeal Delisting

SEATTLE, WA – March 22, 2010 – Jones Soda Co. (NASDAQ: JSDA), announced today that it received a Nasdaq Staff Determination Letter (the “Letter”) from the staff of the Nasdaq Stock Market Listing Qualifications Department stating that the Company had not regained compliance with the \$1.00 per share minimum bid price requirement for continued listing under Nasdaq Listing Rule 5550(a)(2) by March 15, 2010, in accordance with the Nasdaq Staff Deficiency Letter previously issued on September 15, 2009. The Letter further stated that unless the Company requests a hearing to appeal the Staff’s determination by March 23, 2010, trading of the Company’s common stock will be suspended at the opening of business on March 25, 2010, and the Company’s common stock will be removed from listing on the Nasdaq Stock Market.

The Company plans to request a hearing before a Nasdaq Hearings Panel to appeal the Staff’s delisting determination. The request for a hearing will stay the suspension of the Company’s common stock pending the issuance of the Panel’s written decision. Accordingly, the Company’s common stock is expected to continue to be listed on the Nasdaq Capital Market pending the conclusion of the appeal process. There can be no assurance that the Panel will grant the Company’s request for continued listing.

About Jones Soda Co.

Headquartered in Seattle, Washington, Jones Soda Co.® markets and distributes premium beverages under the Jones Soda, Jones Pure Cane Soda™, Jones 24C™, Jones GABA®, Jones Organics™, Jones Naturals® and Whoopass Energy Drink® brands and sells through its distribution network in markets primarily across North America. A leader in the premium soda category, Jones is known for its variety of flavors and innovative labeling technique that incorporates always-changing photos sent in from its consumers. Jones Soda is sold through traditional beverage retailers. For more information visit www.jonessoda.com, www.myjones.com, and www.jonesGABA.com.

Forward-Looking Statements Disclosure

Certain statements in this press release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding the Company’s expectations with respect to the continued listing of the Company’s common stock on the Nasdaq Capital Market. Forward-looking statements include all passages containing words such as “aims,” “anticipates,” “becoming,” “believes,” “continue,” “estimates,” “expects,” “future,” “intends,” “plans,” “predicts,” “projects,” “targets,” or “upcoming,” variations of such words, and similar expressions. Forward-looking statements also include any other passages that are primarily relevant to expected future events or that can only be evaluated by events that will occur in the future. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. The risks and uncertainties that may affect forward-looking statements include, among others, the Company’s ability to successfully appeal the delisting determination, the ability of the Company’s common stock to continue trading on the Nasdaq Capital Market and other factors detailed from time to time in Jones Soda’s most recent annual report on Form 10-K and quarterly reports on Form 10-Q filed with the Securities and Exchange Commission. You should not place undue reliance upon any such forward-looking statements, which are based on management’s beliefs and opinions at the time the statements are made, and Jones Soda does not undertake any obligation to update forward-looking statements should circumstances or management’s beliefs or opinions change.

JONES SODA CO. TO EXPLORE UNSOLICITED TRANSACTION PROPOSAL

Seattle, WA – March 22, 2010 – Jones Soda Co. (the Company) (NASDAQ: JSDA), a leader in the premium soda category and known for its unique branding and innovative marketing, today announced that it has terminated the exclusivity provisions of the letter of intent with Reed's, Inc. in order to explore an unsolicited, nonbinding transaction proposal submitted by another third party. The company announced on March 9, 2010 that the company and Reed's had entered into a letter of intent regarding a potential merger transaction. The company has informed Reed's that it continues to be interested in discussing a transaction with Reed's, but the Board of Directors also intends to investigate the third party proposal and any other strategic alternatives presented to the Board. In accordance with the letter of intent with Reed's, the company will reimburse Reed's for its third party out-of-pocket expenses (not to exceed \$75,000). Jones Soda has not entered into a letter of intent with respect to the unsolicited transaction proposal, and there can be no assurance that a transaction with the third party will be consummated. The company does not intend to disclose developments with respect to evaluation of these or any other potential transactions unless and until its Board of Directors deems it appropriate.

About Jones Soda Co.

Headquartered in Seattle, Washington, Jones Soda Co. ® markets and distributes premium beverages under the Jones Soda, Jones Pure Cane Soda™, Jones 24C™, Jones GABA®, Jones Organics™, Jones Naturals® and Whoopass Energy Drink® brands and sells through its distribution network in markets primarily across North America. A leader in the premium soda category, Jones is known for its variety of flavors and innovative labeling technique that incorporates always-changing photos sent in from its consumers. Jones Soda is sold through traditional beverage retailers. For more information visit www.jonessoda.com, www.myjones.com, and www.jonesGABA.com.

For further information, contact:

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