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DELTA REPORT

10-Q

FIZZ - NATIONAL BEVERAGE CORP

10-Q - JULY 27, 2024 COMPARED TO 10-Q - JANUARY 27, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	518
CHANGES	106
DELETIONS	216
ADDITIONS	196

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☑ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended January 27, 2024 July 27, 2024

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 1-14170

NATIONAL BEVERAGE CORP.

(Exact name of registrant as specified in its charter)

Delaware	59-2605822
(State of incorporation)	(I.R.S. Employer Identification No.)

8100 SW Tenth Street, Suite 4000, Fort Lauderdale, FL 33324

(Address of principal executive offices including zip code)

(954) 581-0922

(Registrant's telephone number including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $.01 per share	FIZZ	The NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The number of shares of registrant's common stock outstanding as of March 4, 2024 September 3, 2024 was 93,541,346. 93,611,846.

NATIONAL BEVERAGE CORP.

QUARTERLY REPORT ON FORM 10-Q

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(In thousands, except share data)

ITEM 1. FINANCIAL STATEMENTS

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(In thousands, except share data)

	January 27, 2024	April 29, 2023	July 27, 2024	April 27, 2024
Assets				
Current assets:				
Cash and equivalents	$ 276,961	$ 158,074		
Trade receivables - net	101,731	104,918		
Cash and cash equivalents			$ 77,040	$ 327,047
Trade receivables, net			116,029	102,837
Inventories	88,670	93,578	90,629	84,603
Prepaid and other assets	21,784	9,835	9,516	22,385
Total current assets	489,146	366,405	293,214	536,872
Property, plant and equipment - net	153,805	148,423		
Right-of-use assets	56,929	39,506		
Property, plant and equipment, net			158,446	159,730
Operating lease right-of-use assets			50,627	53,498
Goodwill	13,145	13,145	13,145	13,145
Intangible assets	1,615	1,615	1,615	1,615
Other assets	5,240	5,248	5,525	5,293
Total assets	$ 719,880	$ 574,342	$ 522,572	$ 770,153
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable	$ 73,310	$ 85,106	$ 73,894	$ 78,283
Accrued liabilities	45,413	47,318	49,767	46,565
Operating lease obligations	13,585	11,745		
Operating lease liabilities			12,821	13,079
Income taxes payable	789	152	11,000	-
Total current liabilities	133,097	144,321	147,482	137,927

Deferred income taxes - net	24,889	19,814		
Operating lease obligations	44,571	29,782		
Deferred income taxes, net			21,059	23,247
Operating lease liabilities			39,110	41,688
Other liabilities	7,102	7,938	8,325	7,779
Total liabilities	209,659	201,855	215,976	210,641
Commitments and contingencies				
Shareholders' equity:				
Preferred stock, $1 par value - 1,000,000 shares authorized:				
Series C - 150,000 shares issued	150	150		
Common stock, $.01 par value - 200,000,000 shares authorized; 101,908,458 shares issued (101,727,658 shares at April 29)	1,019	1,017		
Preferred stock, $1 par value - 1,000,000 shares authorized Series C - 150,000 shares issued			150	150
Common stock, $.01 par value - 200,000,000 shares authorized; 101,985,358 and 101,942,658 shares issued, respectively			1,020	1,019
Additional paid-in capital	41,738	40,393	43,092	42,588
Retained earnings	491,356	358,345	287,709	535,077
Accumulated other comprehensive income (loss)	191	(3,185)		
Accumulated other comprehensive (loss) income			(1,142)	4,911
Treasury stock - at cost:				
Series C preferred stock - 150,000 shares	(5,100)	(5,100)	(5,100)	(5,100)
Common stock - 8,374,112 shares	(19,133)	(19,133)	(19,133)	(19,133)
Total shareholders' equity	510,221	372,487	306,596	559,512
Total liabilities and shareholders' equity	$ 719,880	$ 574,342	$ 522,572	$ 770,153

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(In thousands, except per share amounts)

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(In thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023
Net sales	$ 270,065	$ 268,483	$ 894,379	$ 886,233
Cost of sales	173,034	173,561	575,009	591,914
Gross profit	97,031	94,922	319,370	294,319
Selling, general and administrative expenses	48,850	50,488	153,785	156,484
Operating income	48,181	44,434	165,585	137,835
Other income - net	1,967	482	6,745	484
Income before income taxes	50,148	44,916	172,330	138,319
Provision for income taxes	10,556	10,555	39,319	32,458
Net income	$ 39,592	$ 34,361	$ 133,011	$ 105,861
Earnings per common share:				
Basic	$ .42	$ .37	$ 1.42	$ 1.13
Diluted	$ .42	$ .37	$ 1.42	$ 1.13
Weighted average common shares outstanding:				
Basic	93,454	93,353	93,389	93,345

Diluted	93,640	93,611	93,618	93,604

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(In thousands)

	Three Months Ended		Nine Months Ended	
	January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023
Net income	$ 39,592	$ 34,361	$ 133,011	$ 105,861
Other comprehensive income (loss), net of tax:				
Cash flow hedges	2,732	9,856	3,376	(6,594)
Comprehensive income	$ 42,324	$ 44,217	$ 136,387	$ 99,267

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)

(In thousands)

	Three Months Ended				Nine Months Ended			
	January 27, 2024		January 28, 2023		January 27, 2024		January 28, 2023	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Series C Preferred Stock								
Beginning and end of period	150	$ 150	150	$ 150	150	$ 150	150	$ 150
Common Stock								
Beginning of period	101,766	1,018	101,726	1,017	101,727	1,017	101,712	1,017

Stock options exercised	142	1	1	-	181	2	15	-
End of Period	101,908	1,019	101,727	1,017	101,908	1,019	101,727	1,017
Additional Paid-In Capital								
Beginning of period		41,012		40,032		40,393		39,405
Stock options exercised		562		7		841		292
Stock-based compensation		164		165		504		507
End of period		41,738		40,204		41,738		40,204
Retained Earnings								
Beginning of period		451,764		287,681		358,345		216,181
Net income		39,592		34,361		133,011		105,861
End of period		491,356		322,042		491,356		322,042
Accumulated Other Comprehensive (Loss) Income								
Beginning of period		(2,541)		(9,532)		(3,185)		6,918
Cash flow hedges, net of tax		2,732		9,856		3,376		(6,594)
End of period		191		324		191		324
Treasury Stock - Series C Preferred								

Beginning and end of period	150	(5,100)	150	(5,100)	150	(5,100)	150	(5,100)
Treasury Stock - Common								
Beginning and end of period	8,374	(19,133)	8,374	(19,133)	8,374	(19,133)	8,374	(19,133)
Total Shareholders' Equity		$ 510,221		$ 339,504		$ 510,221		$ 339,504

	Three Months Ended	
	July 27, 2024	July 29, 2023
Net sales	$ 329,473	$ 324,240
Cost of sales	207,041	209,759
Gross profit	122,432	114,481
Selling, general and administrative expenses	52,917	51,377
Operating income	69,515	63,104
Other income, net	4,347	2,063
Income before income taxes	73,862	65,167
Provision for income taxes	17,082	15,536
Net income	$ 56,780	$ 49,631
Earnings per common share:		

Basic	$ .61	$ .53
Diluted	$ .61	$ .53
Weighted average common shares outstanding:		
Basic	93,569	93,354
Diluted	93,667	93,610

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(In thousands)

	Nine Months Ended	
	January 27, 2024	January 28, 2023
Operating Activities:		
Net income	$ 133,011	$ 105,861
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	15,089	15,552
Deferred income tax provision	4,024	3,266
Loss on sale of property, plant and equipment, net	3	20
Stock-based compensation	504	507
Amortization of operating right-of-use assets	10,482	9,946
Changes in assets and liabilities:		
Trade receivables	3,187	(3,512)

Inventories	4,908	9,727
Operating lease right-of-use assets	(27,905)	(19,539)
Prepaid and other assets	(3,186)	1,832
Accounts payable	(11,796)	(26,311)
Accrued and other liabilities	(7,485)	5,271
Operating lease obligation	16,629	9,633
Net cash provided by operating activities	137,465	112,253
Investing Activities:		
Additions to property, plant and equipment	(19,464)	(12,282)
Proceeds from sale of property, plant and equipment	45	11
Net cash used in investing activities	(19,419)	(12,271)
Financing Activities:		
Proceeds from stock options exercised	841	292
Repayments of Loan Facility	-	(30,000)
Net cash provided by (used in) financing activities	841	(29,708)
Net Increase in Cash and Equivalents	118,887	70,274
Cash and Equivalents - Beginning of Period	158,074	48,050
Cash and Equivalents - End of Period	$ 276,961	$ 118,324
Other Cash Flow Information:		
Interest paid	$ 146	$ 291
Income taxes paid	$ 43,549	$ 27,411

	Three Months Ended	
	July 27, 2024	July 29, 2023
Net income	$ 56,780	$ 49,631

Other comprehensive loss, net of tax:		
Cash flow hedges	(6,053)	(211)
Comprehensive income	$ 50,727	$ 49,420

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)

(In thousands)

	Three Months Ended			
	July 27, 2024		July 29, 2023	
	Shares	Amount	Shares	Amount
Series C Preferred Stock				
Beginning and end of period	150	$ 150	150	$ 150
Common Stock				
Beginning and end of period	101,942	1,019	101,727	1,017
Stock options exercised	43	1	-	-
End of Period	101,985	1,020	101,727	1,017
Additional Paid-In Capital				
Beginning of period		42,588		40,393
Stock options exercised		344		-
Stock-based compensation expense		160		168
End of period		43,092		40,561
Retained Earnings				
Beginning of period		535,077		358,345
Net income		56,780		49,631
Common stock cash dividend		(304,148)		-
End of period		287,709		407,976

Accumulated Other Comprehensive (Loss) Income				
Beginning of period		4,911		(3,185)
Cash flow hedges		(6,053)		(211)
End of period		(1,142)		(3,396)
Treasury Stock - Series C Preferred				
Beginning and end of period	150	(5,100)	150	(5,100)
Treasury Stock - Common				
Beginning and end of period	8,374	(19,133)	8,374	(19,133)
Total Shareholders' Equity		$ 306,596		$ 422,075

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)

	Three Months Ended	
	July 27, 2024	July 29, 2023
Operating Activities:		
Net income	$ 56,780	$ 49,631
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,393	4,956
Deferred income taxes	(312)	4,284
Loss on disposal of property, plant and equipment, net	2	3
Stock-based compensation expense	160	171
Non-cash operating lease expense	3,556	3,329
Changes in assets and liabilities:		
Trade receivables	(13,192)	(2,762)
Inventories	(6,026)	579

Prepaid and other assets	6,872	1,559
Accounts payable	(4,389)	2,217
Accrued and other liabilities	12,175	9,478
Operating lease liabilities	(3,520)	(3,302)
Net cash provided by operating activities	57,499	70,143
Investing Activities:		
Purchases of property, plant and equipment	(3,704)	(5,474)
Proceeds from sale of property, plant and equipment	1	26
Net cash used in investing activities	(3,703)	(5,448)
Financing Activities:		
Dividends paid on common stock	(304,148)	-
Proceeds from stock options exercised	345	-
Net cash used in financing activities	(303,803)	-
Net (Decrease) Increase in Cash and Cash Equivalents	(250,007)	64,695
Cash and Cash Equivalents - Beginning of Period	327,047	158,074
Cash and Cash Equivalents - End of Period	$ 77,040	$ 222,769
Supplemental Cash Flow Information:		
Interest paid	$ 25	$ 112
Income taxes paid	$ 223	$ 1
Non-Cash Activities:		
Right-of-use assets obtained in exchange for lease liabilities	$ 684	$ 3,589

See accompanying Notes to Condensed Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

National Beverage Corp. develops, produces, markets and sells a distinctive portfolio of sparkling waters, juices, energy drinks and carbonated soft drinks primarily in the United States and Canada. Incorporated in Delaware in 1985, National Beverage Corp. is a holding company for various operating subsidiaries. When used in this report, the terms "we," "us," "our," "Company" and "National Beverage" mean National Beverage Corp. and its subsidiaries.

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The condensed consolidated financial statements include the accounts of National Beverage Corp. and its subsidiaries. Significant All significant intercompany transactions and accounts have been eliminated.

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles and rules and regulations of the Securities and Exchange Commission for interim financial reporting. Accordingly, they do not include all information and notes presented in the annual consolidated financial statements. The condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the fiscal year ended April 29, 2023. 27, 2024. The accounting policies used in these interim unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the interim unaudited condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates. In our opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Results for the interim periods presented are not necessarily indicative of results which might be expected for the entire fiscal year.

Fair Value of Financial Instruments

The carrying values of the Company's financial instruments, including cash and cash equivalents, trade receivables, accounts payable and accrued liabilities, approximate fair value due to the relatively short maturity of the respective instruments. Derivative financial instruments which are used to partially mitigate our exposure to changes in certain raw material costs are recorded at fair value. Derivative financial instruments are not used for trading or speculative purposes. Credit risk related to derivative financial instruments is managed by requiring high credit standards for counterparties and frequent cash settlements. The estimated fair values of derivative financial instruments are calculated based on market rates to settle the instruments. See Note 6-Derivative Financial Instruments.

Inventories

Inventories are stated at the lower of first-in, first-out cost or net realizable market. value. Adjustments, if required, to reduce the cost of the inventory to net realizable value are made for estimated excess, obsolete or impaired balances. Inventories at January July 27, 2024 were comprised of finished goods of $53.1 million $49.0 million and raw materials of $35.6 million $41.6 million. Inventories at April 29, 2023 27, 2024 were comprised of finished goods of $54.3 million $50.3 million and raw materials of $39.2 million $34.3 million.

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Shipping and Handling Costs

Shipping and handling costs are reported in selling, general and administrative expenses in the accompanying condensed consolidated statements of income. Such costs were $19.5 million and $20.9 million for the three months ended July 27, 2024 and July 29, 2023, respectively. Although our classification is consistent with many beverage companies, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales.

Marketing Costs

The Company utilizes a variety of marketing programs, including cooperative advertising programs with customers, to advertise and promote its beverages to consumers. Marketing costs are expensed when incurred, except for prepaid advertising and production costs, which are expensed when the advertising takes place. Marketing costs, which are included in selling, general and administrative expenses, were $11.0 million $11.5 million and $10.4 million $10.8 million for the three months ended January July 27, 2024 and January 28, 2023, respectively. Marketing costs were $35.1 million and $31.0 million for the nine months ended January 27, 2024 and January 28, July 29, 2023, respectively.

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Shipping and Handling Costs Earnings Per Common Share

Shipping Basic earnings per common share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is calculated in a similar manner, but includes the dilutive effect of stock options amounting to 98,000 and handling costs are reported 256,000 shares in selling, general and administrative expenses in the accompanying condensed consolidated statements of income. Such costs were $17.7 million and $20.2 million for the three months ended January July 27, 2024 and January 28, July 29, 2023, respectively. Shipping and handling costs were $58.3 million and $65.8 million for the nine months ended January 27, 2024 and January 28, 2023, respectively. Although our classification is consistent with many beverage companies, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales.

2. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consist of the following:

	(In thousands)		(In thousands)	
	January 27, 2024	April 29, 2023	July 27, 2024	April 27, 2024
Land	$ 9,835	$ 9,835	$ 9,835	$ 9,835

Buildings and improvements	71,296	70,615	71,757	71,754
Machinery and equipment	307,066	289,567	317,646	314,079
Total	388,197	370,017	399,238	395,668
Less: accumulated depreciation	(234,392)	(221,594)	(240,792)	(235,938)
Property, plant and equipment – net	$ 153,805	$ 148,423		
Property, plant and equipment, net			$ 158,446	$ 159,730

Depreciation expense was $4.8 million $5.0 million and $4.5 million $4.6 million for the three months ended January July 27, 2024 and January 28, July 29, 2023, respectively. Depreciation expense was $14.0 million and $13.5 million for the nine months ended January 27, 2024 and January 28, 2023, respectively.

3. LEASES

The Company has entered into various non-cancelable operating lease agreements for certain offices, buildings and machinery and equipment which expire at various dates through May 2036. The Company does not assume renewals in the determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. Lease agreements generally do not contain material residual value guarantees or material restrictive covenants. Operating lease costs were $4.1 million and $3.7 million for the three months ended July 27, 2024 and July 29, 2023, respectively. As of July 27, 2024, the weighted-average remaining lease term and weighted average discount rate of operating leases was 4.69 years and 4.34%, respectively. As of April 27, 2024, the weighted-average remaining lease term and weighted average discount rate of operating leases was 4.80 years and 4.30%, respectively. Cash payments were $4.1 million and $3.7 million for operating leases for the three months ended July 27, 2024 and July 29, 2023, respectively.

The following is a summary of future minimum lease payments and related liabilities for all non-cancelable operating leases as of July 27, 2024:

	(In thousands)
Fiscal 2025 – Remaining 3 quarters	$ 11,254
Fiscal 2026	13,465
Fiscal 2027	11,916
Fiscal 2028	7,016
Fiscal 2029	5,829
Thereafter	8,423
Total minimum lease payments including interest	57,903
Less: Amounts representing interest	(5,972)
Present value of minimum lease payments	51,931

Less: Current portion of lease obligations		(12,821)
Non-current portion of lease obligations	$	39,110

4.DEBT

At January July 27, 2024, a subsidiary of the Company maintained unsecured revolving credit facilities with banks aggregating $100 million (the “Credit Facilities”). The Credit Facilities expire from October 28, 2024 to May 30, 2025 and any borrowings would currently bear interest at 1.05% above the Secured Overnight Financing Rate (SOFR) (SOFR). There were no borrowings outstanding under the Credit Facilities at January July 27, 2024 or April 29, 2023. 27, 2024. At January July 27, 2024, $2.2 million of the Credit Facilities was reserved for standby letters of credit and $97.8 million was available for borrowings.

On December 21, 2021, a subsidiary of the Company entered into an unsecured revolving term loan facility with a national bank aggregating $50 million (the “Loan Facility”). There were no borrowings outstanding under the Loan Facility at January July 27, 2024 or April 29, 2023. 27, 2024. The Loan Facility expires December 31, 2025 and any borrowings would bear interest at 1.05% above the adjusted daily SOFR. SOFR.

The Credit Facilities and Loan Facility require the subsidiary to maintain certain financial ratios, including debt to net worth and debt to EBITDA (as defined in the credit agreements), and contain other restrictions, none of which are expected to have a material effect on operations or financial position. At January July 27, 2024, the subsidiary was in compliance with all loan covenants.

4. 5. STOCK OPTIONS

During the nine three months ended January July 27, 2024, no options were granted, options to purchase 180,800 42,700 shares were exercised and options to purchase 6,400 4,200 shares were cancelled at weighted average exercise prices of $4.65 $8.07 and $31.49, $15.71, respectively. At January July 27, 2024, options to purchase 334,100 253,000 shares at a weighted average exercise price of $24.10 $28.54 per share were outstanding and stock-based awards to purchase 5,393,405 5,397,605 shares of common stock were available for grant.

5. 6. DERIVATIVE FINANCIAL INSTRUMENTS

From time to time, we enter into aluminum swap contracts to partially mitigate our exposure to changes in the cost of aluminum containers. Such financial instruments are designated and accounted for as cash flow hedges. Accordingly, gains or losses attributable to the effective portion of the cash flow hedge are reported in accumulated other comprehensive income (loss) ("AOCI") and reclassified into cost of sales in the period in which the hedged transaction affects earnings. The ineffective portion of the change in fair value of our cash flow hedge was immaterial. The following summarizes the gains (losses) recognized in the Condensed Consolidated Statements of Income and AOCI:

	(In thousands)			
	Three Months Ended		Nine Months Ended	
	January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023
Recognized in AOCI:				
Gain (loss) before income taxes	$ 1,465	$ 10,918	$ (4,916)	$ (14,419)
Less: income tax provision (benefit)	350	2,612	(1,176)	(3,449)
Net	1,115	8,306	(3,740)	(10,970)
Reclassified from AOCI to cost of sales:				
Loss before income taxes	(2,126)	(2,036)	(9,353)	(5,750)
Less: income tax benefit	(509)	(486)	(2,237)	(1,374)
Net	(1,617)	(1,550)	(7,116)	(4,376)
Net change to AOCI	$ 2,732	$ 9,856	$ 3,376	$ (6,594)

	Three Months Ended	
	July 27, 2024	July 29, 2023
Recognized in AOCI:		
Loss before income taxes	$ (7,198)	$ (4,040)
Less: income tax benefit	(1,704)	(966)
Net	(5,494)	(3,074)
Reclassified from AOCI to cost of sales:		
Gain (loss) before income taxes	732	(3,763)
Less: income tax provision (benefit)	173	(900)
Net	559	(2,863)
Net change to AOCI	$ (6,053)	$ (211)

As of January July 27, 2024, the notional amount of our outstanding aluminum swap contracts was $70.4 million $102.0 million and, assuming no change in commodity prices, $0.6 million $1.7 million of unrealized loss before tax will be reclassified from AOCI and recognized in earnings over the next 12 months. The maximum length of time for which the Company hedges its exposure to the variability of future cash flows is less than three years.

As of January July 27, 2024,and April 29, 2023 the fair value of the short-term derivative liability was $1.9 million, which was included in accrued liabilities, the fair value of the long-term derivative liability was $1.4 million $0.7 million, which was included in other liabilities, and $4.6 million the fair value of the derivative asset was $0.4 million, respectively. of which $0.2 million was included in prepaids and other assets and $0.2 million in other assets. As of January April 27, 2024, the fair value of the derivative asset, was $0.8 million, which was included in prepaid and other assets and the fair value of the long-term derivative asset, was $0.4 million, which was included in other assets. $5.7 million. Such valuation does not entail a significant amount of judgment and the inputs that are significant to the fair value measurement are Level 2 as defined by the fair value hierarchy as they are observable market based inputs or unobservable inputs that are corroborated by market data.

6. 7. LEASES CASH DIVIDEND

The Company has entered into various non-cancelable operating lease agreements for certain offices, buildings and machinery and equipment which expire at various dates through On July 2035. The Company does not assume renewals in the determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. Lease agreements generally do not contain material residual value guarantees or material restrictive covenants. Operating lease costs were $4.1 million and $3.6 million for the three months ended January 27, 2024 and January 28, 2023, respectively. Operating lease costs were $11.8 million and $10.7 million for the nine months ended January 27, 2024 and January 28, 2023, respectively. As of January 27, June 12, 2024, the weighted-average remaining lease term and weighted average discount rate Company's board of operating leases directors declared a special cash dividend of $3.25 per share payable to shareholders of record on June 24, 2024. The special cash dividend of $304.1 million was 4.95 years and 4.28%, respectively. As of paid on April 29, 2023, July 24, 2024.the weighted-average remaining lease term and weighted average discount rate of operating leases was 4.34 years and 3.30%, respectively. Cash payments were $3.5 million and $3.7 million for operating leases for the three months ended January 27, 2024 and January 28, 2023, respectively. Cash payments were $11.4 million and $10.8 million for the nine months ended January 27, 2024 and January 28, 2023, respectively.

The following is a summary of future minimum lease payments and related liabilities for all non-cancelable operating leases as of January 27, 2024:

	(In thousands)
Fiscal 2024 – Remaining quarter	$ 4,078
Fiscal 2025	15,047
Fiscal 2026	13,363
Fiscal 2027	11,828
Fiscal 2028	6,927

Thereafter		13,873
Total minimum lease payments including interest		65,116
Less: amounts representing interest		(6,960)
Present value of minimum lease payments		58,156
Less: current portion of lease obligations		(13,585)
Non-current portion of lease obligations	$	44,571

7.RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No.2023-07, Segment Reporting (Topic 280), to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. This standard does not change how an entity identifies its operating segments or applies the quantitative thresholds to determine its reportable segments. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of adoption of this standard on its consolidated financial statements and does not expect a material impact upon adoption.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

National Beverage Corp. innovatively refreshes America with a distinctive portfolio of sparkling waters, juices, energy drinks (Power+ Brands) and, to a lesser extent, carbonated soft drinks. We believe our creative product designs, innovative packaging and imaginative flavors, along with our corporate culture and philosophy, make National Beverage unique as a stand-alone entity in the beverage industry. Traditional

The majority of our brands are geared to the active and typical are not a part health-conscious consumer including sparkling waters, energy drinks and juices. Our portfolio of an innovator's vocabulary. Power+ Brands includes LaCroix®, LaCroix Cúrate®, and LaCroix NiCola® sparkling water beverages; Clear Fruit® non-carbonated water beverages enhanced with fruit flavor; Rip It® energy drinks and shots; and Everfresh®, Everfresh Premier Varietals™ and Mr. Pure® 100% juice and juice-based beverages. Additionally, we produce and distribute carbonated soft drinks including Shasta® and Faygo®, iconic brands whose consumer loyalty spans more than 135 years.

Our strategy seeks the profitable growth of our products by (i) developing healthier beverages in response to the global shift in consumer buying habits and tailoring our beverage portfolio to the preferences of a diverse mix of 'crossover consumers' – a growing group desiring a healthier alternative to artificially sweetened and high-caloric beverages; (ii) emphasizing unique flavor development and variety throughout our brands that appeal to multiple demographic groups; (iii) maintaining points of difference through innovative marketing, packaging and consumer engagement and (iv) responding faster and more creatively to changing consumer trends than larger competitors who are burdened by legacy production and distribution complexity and costs.

The majority of our brands are geared to the active and health-conscious consumer including sparkling waters, energy drinks, and juices. Our portfolio of Power+ Brands includes LaCroix®, LaCroix Cúrate®, and LaCroix NiCola® sparkling water beverages; Clear Fruit® non-carbonated water beverages enhanced with fruit flavor; Rip It® energy drinks and shots; and Everfresh®, Everfresh Premier Varietals™ and Mr. Pure® 100% juice and juice-based beverages. Additionally, we produce and distribute carbonated soft drinks including Shasta® and Faygo®, iconic brands whose consumer loyalty spans more than 130 years.

Presently, our primary market focus is the United States and Canada. Certain of our beverages are also distributed on a limited basis in other countries and options to expand distribution to other regions are being pursued. To service a diverse customer base that includes numerous national retailers, as well as thousands of smaller "up-and-down-the-street" accounts, we utilize a hybrid distribution system consisting of warehouse and direct-store delivery. The warehouse delivery system allows our retail partners to further maximize their assets by utilizing their ability to pick up beverages at our warehouses, further lowering their/our costs.

Our operating results are affected by numerous factors, including fluctuations in the costs of raw materials, supply chain disruptions, holiday and seasonal programming, changes in consumer purchasing habits and weather conditions. Beverage sales are seasonal with higher sales volume realized during the summer months when outdoor activities are more prevalent.

RESULTS OF OPERATIONS

Three Months Ended January 27, 2024 (third July 27, 2024 (first quarter of fiscal 2024) 2025) compared to
Three Months Ended January 28, 2023 (third July 29, 2023 (first quarter of fiscal 2023) 2024)

Net sales for the third first quarter of fiscal 2024 2025 increased $1.6 million 1.6% to $270.1 million from $268.5 million $329.5 million compared to $324.2 million for the third first quarter of fiscal 2023. 2024. The increase in sales resulted primarily from a 0.9% 0.7% increase in case volume and a 0.7% increase in average selling price per case. The increase in case volume primarily impacted carbonated soft drink brands, partially offset by a 0.7% decline slight decrease in case volume. The volume decline primarily impacted Power+ Brands, partially offset by an increase in carbonated soft drink brands. Brands.

Gross profit for the third first quarter of fiscal 2024 2025 increased to $97.0 million from $94.9 million $122.4 million compared to $114.5 million for the third first quarter of fiscal 2023. 2024. The increase in gross profit was primarily due to a decline in packaging costs, the increased increase in average selling price per case. case and the increase in case volume.

The cost of sales per case was flat decreased 1.9% and gross margin increased to 35.9% from 35.4% 37.2% compared to 35.3% for the third first quarter of fiscal 2023. 2024.

Selling, general and administrative expenses for the third first quarter of fiscal 2024 decreased $1.6 million 2025 increased $1.5 million to $48.9 million $52.9 million from $50.5 million $51.4 million for the third first quarter of fiscal 2023. 2024. The decrease increase was primarily due to a decrease an increase in shipping administrative and administrative marketing costs, partially offset by an increase a decrease in selling and marketing shipping costs. As a percentage of net sales, selling, general and administrative expenses decreased increased to 18.1% 16.1% for the third first quarter of fiscal 2024 from 18.8% 2025 compared to 15.8% for the third first quarter of fiscal 2023. 2024.

Other income, – net includes interest income of $4.3 million for the first quarter of fiscal 2025 and $1.8 million for the third first quarter of fiscal 2024 and $0.4 million for the third quarter of fiscal 2023. 2024. The increase in interest income is due primarily to increased average invested balances and higher yields. balances.

The Company's effective income tax rate, based upon estimated annual income tax rates, was 21.1% 23.1% for the third first quarter of fiscal 2024 2025 and 23.5% 23.8% for the third first quarter of fiscal 2023. 2024. The difference between the effective rate and the federal statutory rate of 21% was primarily due to the effects of state income taxes, partially offset by excess tax benefits realized from stock options exercised.

Nine Months Ended January 27, 2024 (first nine months of fiscal 2024) compared to
Nine Months Ended January 28, 2023 (first nine months of fiscal 2023)

Net sales for the first nine months of fiscal 2024 increased $8.2 million to $894.4 million from $886.2 million for the first nine months of fiscal 2023. The increase in sales resulted primarily from a 2.6% increase in average selling price per case, partially offset by a 2.1% decline in case volume. The volume decline primarily impacted Power+ Brands, partially offset by an increase in carbonated soft drink brands.

Gross profit for the first nine months of fiscal 2024 increased to $319.4 million from $294.3 million for the first nine months of fiscal 2023. The increase in gross profit was due to the increased average selling price per case and a decline in packaging and ingredient costs. The cost of sales per case decreased 1.3% and gross margin increased to 35.7% from 33.2% for the first nine months of fiscal 2023.

Selling, general and administrative expenses for the first nine months of fiscal 2024 decreased $2.7 million to $153.8 million from $156.5 million for the first nine months of fiscal 2023. The decrease was primarily due to a decrease in shipping and administrative costs, partially offset by an increase in selling and marketing costs. As a percentage of net sales, selling, general and administrative expenses decreased to 17.2% from 17.7% for the first nine months of fiscal 2023.

Other income – net includes interest income of $5.8 million for the first nine months of fiscal 2024 and $0.5 million for the first nine months of fiscal 2023. The increase in interest income is due to increased average invested balances and higher yields.

The Company's effective income tax rate, based upon estimated annual income tax rates, was 22.8% for the first nine months of fiscal 2024 and 23.5% for the first nine months of fiscal 2023. The difference between the effective rate and the federal statutory rate of 21% was primarily due to the effects of state income taxes.

LIQUIDITY AND FINANCIAL CONDITION

Liquidity and Capital Resources

Our principal source sources of funds is liquidity are our existing cash and cash-equivalents, cash generated from operations. operations and borrowing capacity. At January 27, 2024 July 27, 2024, we maintained unsecured revolving credit facilities Credit Facilities and Loan Facility totaling $150 million, under which no borrowings were outstanding and $2.2 million was reserved for standby letters of credit. We believe existing capital resources will be sufficient to meet our liquidity and capital requirements for the next twelve months.

Cash Flows

The Company's cash position increased $118.9 million decreased $250.0 million for the first nine months quarter of fiscal 2024 2025 compared to an increase of $70.3 million $64.7 million for the first nine months quarter of fiscal 2023. 2024 primarily due to the special cash dividend of $304.1 million paid on July 24, 2024.

Net cash provided by operating activities for the first nine months quarter of fiscal 2024 2025 was $137.5 million $57.5 million compared to $112.3 million $70.1 million for the nine months first quarter of fiscal 2023. 2024. For the first nine months quarter of fiscal 2024, 2025, cash flow provided by operating activities was principally provided by net income of $133.0 million, depreciation and amortization of $15.1 million, and amortization of operating lease right-of-use assets of $10.5 million, decreased primarily due to increases in working capital excluding cash, partially offset by changes an increase in working capital operating income and other accounts. interest income.

Net cash used in investing activities for the first nine months quarter of fiscal 2024 2025 reflects capital expenditures of $19.5 million $3.7 million, compared to capital expenditures of $12.3 million $5.5 million for the first nine months quarter of fiscal 2023. 2024. Certain production capacity and efficiency improvement projects are in progress and we anticipate fiscal 2024 2025 capital expenditures will be in the range of $27 $25 to $30 million.

Net cash used in financing activities for the first quarter of fiscal 2025 reflects the payments of a special dividend of $304.1 million.

Financial Position

At January 27, 2024 July 27, 2024, working capital increased decreased to $356.0 million $145.7 million from $222.1 million $398.9 million at April 29, 2023 April 27, 2024. The current ratio was 3.7 2.0 to 1 at January 27, 2024 July 27, 2024 compared to 2.5 3.9 to 1 at April 29, 2023 April 27, 2024. The decrease in working capital and current ratio was due primarily to the payment of the $304.1 million cash dividend. Trade receivables - net decreased $3.2 million increased $13.2

million and days sales outstanding increased to 34.3 32.0 from 33.3 31.5 days. Inventories decreased $4.9 million increased $6.0 million and inventory turns improved declined to 8.3 times from 7.9 8.6 times.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risks from those reported in our Annual Report on Form 10-K for the fiscal year ended April 29, 2023 April 27, 2024.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934).

As previously disclosed in the Form 10-K for the year ended April 27, 2024, management identified a material weakness in our internal financial reporting controls over the review of the Consolidated Statements of Cash Flows at January 27, 2024 and previous periods, including operating lease disclosures and presentation. The controls did not operate at a level precise enough to detect errors in certain calculations within the Consolidated Statements of Cash Flows and the presentation of right-of-use assets obtained in exchange for lease liabilities as supplemental non-cash items. As a result, we implemented additional review procedures in the fourth quarter of fiscal 2024 that included the hiring of additional financial professionals to review the calculations underlying the cash flow presentation, enhanced procedures for assuring that right-of-use assets are reported on a timely basis by subsidiary personnel and additional quarter-end reviews of operating lease liabilities.

During the first quarter of our current fiscal year, we completed our testing of the effectiveness of internal controls impacted by these remediation measures and concluded that the material weakness has been remediated.

Based upon that evaluation, these evaluations, the Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective to ensure information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. reporting, except for those improvements in internal controls described above.

FORWARD-LOOKING STATEMENTS

National Beverage Corp. and its representatives may make written or oral statements relating to future events or results relative to our financial, operational and business performance, achievements, objectives and strategies. These statements are “forward-looking” within the meaning of the Private Securities Litigation Reform Act of 1995 and include statements contained in this report and other filings with the Securities and Exchange Commission and in reports to our stockholders. Certain statements including, without limitation, statements containing the words “believes,” “anticipates,” “intends,” “plans,” “expects,” “estimates”, ”may,” “will,” “should,” “could,” and “estimates” similar expressions constitute “forward-looking statements” and involve known and unknown risk, uncertainties and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the following: general economic and business conditions, pricing of competitive beverages, success of new product and flavor introductions, fluctuations in the costs and availability of raw materials and packaging supplies, ability to pass along cost increases to our customers, labor strikes or work stoppages or other interruptions in the employment of labor, continued retailer support for our beverages, changes in brand image, consumer demand and preferences and our success in creating beverages geared toward consumers’ tastes, success in implementing business strategies, changes in business strategy or development plans, technology failures or cyberattacks on our technology systems or our effective response to technology failures or cyberattacks on our customers’, suppliers’ or other third parties’ technology systems, government regulations, taxes or fees imposed on the sale of our beverages, unfavorable weather conditions, changing weather patterns and natural disasters, climate change or legislative or regulatory responses to such change and other factors referenced in this report, filings with the Securities and Exchange Commission and other reports to our stockholders. We disclaim an any obligation to update any such factors or to publicly announce the results of any revisions to any forward-looking statements contained herein to reflect future events or developments.

PART II - OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes in risk factors from those reported in our Annual Report on Form 10-K for the fiscal year ended April 29, 2023 April 27, 2024.

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 [Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002]

32.1 [Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002]

32.2 [Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002]

101 The following financial information from National Beverage Corp. Quarterly Report on Form 10-Q for the quarterly period ended January 27, 2024 July 27, 2024, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets (Unaudited); (ii) Condensed Consolidated Statements of Income (Unaudited); (iii) Condensed Consolidated Statements of Comprehensive Income (Unaudited); (iv) Condensed Consolidated Statements of Shareholders' Equity (Unaudited); (v) Condensed Consolidated Statements of Cash Flows (Unaudited); and (vi) the Notes to Condensed Consolidated Financial Statements (Unaudited).

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURE

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 thereunto duly authorized.

Date: September 5, 2024

Date: March 7, 2024

National Beverage Corp.
(Registrant)

By:

By: /s/ George R. Bracken

George R. Bracken

Executive Vice President – Finance

(Principal Financial Officer)

EXHIBIT 31.1

CERTIFICATION

I, Nick A. Caporella, certify that:

1. I have reviewed this quarterly report on Form 10-Q of National Beverage Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 7, 2024 September 5, 2024

/s/ Nick A. Caporella
Nick A. Caporella
Chairman of the Board and
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, George R. Bracken, certify that:

1. I have reviewed this quarterly report on Form 10-Q of National Beverage Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 7, 2024 September 5, 2024

/s/ George R. Bracken
George R. Bracken
Executive Vice President – Finance
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of National Beverage Corp. (the "Company") on Form 10-Q for the period ended January 27, 2024 July 27, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nick A. Caporella, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 7, 2024 September 5, 2024

/s/ Nick A. Caporella
Nick A. Caporella
Chairman of the Board and
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of National Beverage Corp. (the "Company") on Form 10-Q for the period ended January 27, 2024 July 27, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, George R. Bracken, Executive Vice President - Finance of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: March 7, 2024 September 5, 2024

/s/ George R. Bracken
George R. Bracken
Executive Vice President – Finance
(Principal Financial Officer)

DISCLAIMER

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