

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)

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\*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
- Number of Shares 5.Sole Voting Power 2,676,360 shares
- Beneficially Owned by Each Reporting Person 6.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 66 S. Hanford St.  
Principal Executive #150  
Offices Seattle,  
Washington 98134

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

Item 3. If this Statement is Filed Pursuant  
§§ 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.

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February 5, 2016

(Date)

/s/ Jennifer L. Cue

(Signature)

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