

JONES SODA CO  
Form SC 13G/A  
February 14, 2017

Washington, D.C. 20549  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

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, 2016

(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)

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).

- |     |  |                       |
|-----|--|-----------------------|
| 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.  | 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"                | 6.43%                 |
| 12. |  | IN                    |

Type of  
Reporting  
Person

---

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

Item(a)Name of Person Filing Jennifer L. Cue  
 2.  
 (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

ItemIf this Statement is Filed Pursuant  
 3. §§ 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)

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

(h)

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)

(i)

A non-U.S. institution in  
accordance with  
§ 240.13d-1(b)(1)(ii)(J)

(j)

Group, in accordance with  
§ 240.13d-1(b)(1)(ii)(K)

(k)

Item Ownership

4.

(a) Amount beneficially owned 2,676,360 shares(1)

(b) Percent of class 6.43%(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 41,624,373 shares of common stock, consisting of

41,354,373 shares outstanding  
as of close of business on  
January 31, 2017, plus  
270,000 shares subject to  
options granted to Ms. Cue that  
are currently exercisable.

---

ItemOwnership

5. of Five  
Percent or  
Less of a  
Class.

If this  
statement  
is being  
filed to  
report the [not  
fact that as applicable]  
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

- ItemOwnership[not  
6. of More applicable]  
than Five  
Percent on  
Behalf of  
Another Person

ItemIdentification

7. and  
Classification  
of the  
Subsidiary [not  
Which applicable]  
Acquired  
the  
Security  
Being  
Reported

on By the  
Parent  
Holding  
Company of  
Control  
Person

Item Identification

8. and applicable]  
Classification  
of  
Members  
of Group

Item Notice of

9. Dissolution [not  
of Group applicable]

Item Certification:

10.  
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 14, 2017  
(Date)  
/s/ Jennifer L. Cue  
(Signature)

---