

REEDS INC  
Form SC 13G  
July 14, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**Reeds, Inc.**

(Name of Issuer)

\$0.001 par value Common Stock

(Title of Class of Securities)

**758338107**

(CUSIP Number)

**February 14, 2009 \*\***

(Date of Event Which Requires Filing of this Statement)

## Edgar Filing: REEDS INC - Form SC 13G

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.

\*\* Date of the most recent required filing.

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.

I.R.S. Identification Nos. of above person (entities only)

Wholesale Realtors Supply

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

749,696 (includes 83,333 shares currently issuable upon exercise of a warrant)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

749,696 (includes 83,333 shares currently issuable upon exercise of a warrant)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

749,696 (includes 83,333 shares underlying a warrant)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 758338107

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1 NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above person (entities only)

Pearl Elias

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,318,724 (includes 250,861 shares underlying warrants)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.1% (2)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above person (entities only)

Robert Elias

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.1% (2)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



1 NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above person (entities only)

Gabriel Elias

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

569,028 (includes 167,528 shares currently issuable upon exercise of warrants)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

569,028 (includes 167,528 shares currently issuable upon exercise of warrants)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

569,028 (includes 167,528 shares underlying warrants)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1% (2)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above person (entities only)

Alma Elias

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

569,028 (includes 167,528 shares currently issuable upon exercise of warrants)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

569,028 (includes 167,528 shares currently issuable upon exercise of warrants)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

569,028 (includes 167,528 shares currently issuable upon exercise of warrants)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 758338107

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**Item 1(a) Name of Issuer:**

Reeds, Inc.

**Item 1(b) Address of Issuer's Principal Executive Offices:**

13000 South Spring Street, Los Angeles, CA 90061

**Item 2(a) Name of Persons Filing:**

Wholesale Realtors Supply

Pearl Elias

Robert Elias

Gabriel Elias

Alma Elias

**Item 2(b) Address of Principal Business Office, or, if none, Residence:**

P.O. Box 340, Merion Station, PA 19066.

**Item 2(c) Citizenship:**

Wholesale Realtors Supply, a general partnership with its principal place of business being located at P.O. Box 340, Merion Station, PA 19066.

Pearl Elias - United States

Robert Elias - United States

Gabriel Elias - United States

Alma Elias - United States

**Item 2(d) Title of Class of Securities:**

\$0.0001 par value Common Stock

**Item 2(e) CUSIP Number:**

758338107

**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:**

Not Applicable.

**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**A. Wholesale Realtors Supply**

(a) Amount beneficially owned:

749,696 (includes 83,333 shares currently issuable upon exercise of a warrant) (1)

(b) Percent of class:

8.2% (2)

- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:  
-0-
  - (ii) Shared power to vote or to direct the vote:  
749,696 (includes 83,333 shares currently issuable upon exercise of a warrant) (1)
  - (iii) Sole power to dispose or to direct the disposition of:  
-0-
  - (iv) Shared power to dispose or to direct the disposition of:  
749,696 (includes 83,333 shares currently issuable upon exercise of a warrant) (1)

**B. Pearl Elias**

- (a) Amount beneficially owned:  
1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants) (1) (3) (4)
- (b) Percent of class:  
14.1% (2)
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:  
- 0 -
  - (ii) Shared power to vote or to direct the vote:  
1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants) (1) (3) (4)
  - (iii) Sole power to dispose or to direct the disposition of:  
-0-
  - (iv) Shared power to dispose or to direct the disposition of:  
1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants) (1) (3) (4)

**C. Robert Elias**

- (a) Amount beneficially owned:  
1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants) (1) (3) (4)
- (b) Percent of class:  
14.1% (2)
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:  
- 0 -
  - (ii) Shared power to vote or to direct the vote:  
1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants) (1) (3) (4)
  - (iii) Sole power to dispose or to direct the disposition of:  
-0-
  - (iv) Shared power to dispose or to direct the disposition of:  
1,318,724 (includes 250,861 shares currently issuable upon exercise of warrants) (1) (3) (4)

**D. Gabriel Elias**

(a) Amount beneficially owned:

569,028 (includes 167,528 shares currently issuable upon exercise of warrants) (3)

(b) Percent of class:

6.1% (2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

- 0 -

(ii) Shared power to vote or to direct the vote:

569,028 (includes 167,528 shares currently issuable upon

exercise of warrants) (3)

(iii) Sole power to dispose or to direct the disposition of:

-0-

(iv) Shared power to dispose or to direct the disposition of:

569,028 (includes 167,528 shares currently issuable upon exercise of warrants) (3)

**E. Alma Elias**

(a) Amount beneficially owned:

569,028 (includes 167,528 shares currently issuable upon exercise of warrants) (3)

(b) Percent of class:

6.1% (2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

- 0 -