

CLEARLY CANADIAN BEVERAGE CORP
Form 6-K
December 21, 2004

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

Commission File Number: 0-15276

For the month of: **December, 2004**

CLEARLY CANADIAN BEVERAGE CORPORATION
(Translation of registrant's name into English)

2489 Bellevue Avenue,
West Vancouver, British Columbia, Canada V7V 1E1
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form X Form
20-F 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No X

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No X

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No X

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b) 82

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.

Dated this 17th day of December, 2004.

CLEARLY CANADIAN BEVERAGE CORPORATION

(Registrant)

By: *(Signed) "Bruce E. Morley"*
Bruce E. Morley, Chief Legal Officer

FOR IMMEDIATE RELEASE

CLEARLY CANADIAN ANNOUNCES PROPOSED PRIVATE PLACEMENT

VANCOUVER, B.C., DECEMBER 9, 2004 CLEARLY CANADIAN BEVERAGE CORPORATION (TSX: CLV; OTCBB: CCBC) wishes to announce a proposed private placement of up to 1.5 million shares in the capital stock of the Company at a price of \$0.25Cdn per common share, for gross proceeds of \$375,000Cdn. The Company anticipates that the majority of the private placement shares will be subscribed for by Directors and Officers of Clearly Canadian. The private placement shares will be subject to a required four month hold period. No discounts or warrants will be offered or issued in connection with the private placement.

Proceeds of the proposed private placement will be used primarily to fund the Company's current inventory production requirements.

About Clearly Canadian

Based in Vancouver, B.C., Clearly Canadian markets premium alternative beverages, including Clearly Canadian® sparkling flavoured water, Clearly Canadian O+2® oxygen enhanced water beverage and Tré Limone® which are distributed in the United States, Canada and various other countries. Additional information on Clearly Canadian may be obtained on the world wide web at www.clearly.ca.

Statements in this news release that are not historical facts are forward-looking statements that are subject to risks and uncertainties. Words such as expects, intends, anticipates, likely, believes and words of similar import also identify forward-looking statements. Forward-looking statements are based on current expectations and analyses, including the Company's ability to raise additional debt and/or equity financing to fund operations and working capital requirements and the Company's ability to complete the equity financing referred to in this news release, the Company's analysis of its current and future sales and sales trends, its product distribution systems, as well as anticipated changes thereto, the Company's expectations regarding the effects of its restructuring efforts and its product distribution, promotional and marketing activities and the potential benefits of such efforts and activities on the Company's results of operations in future periods. Actual results may differ materially from those currently anticipated due to a number of factors including, but not limited to, the Company's ability to generate sufficient cash flows to support general operating activities and capital expansion plans, general economic conditions, changing beverage consumption trends of consumers, competition, pricing and availability of raw materials, the Company's ability to maintain the current and future retail listings for its beverage products and to maintain favourable supply, production and distribution arrangements, laws and regulations and changes thereto that may affect the way the Company's products are manufactured, distributed and sold and other factors beyond the reasonable control of the Company. Additional information on factors that may affect the business and financial results of the Company can be found in filings of the Company with the U.S. Securities and Exchange Commission and with the British Columbia and Ontario Securities Commissions.

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CLEARLY CANADIAN BEVERAGE CORPORATION

(Signed) Douglas L. Mason
Douglas L. Mason, President and C.E.O.

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CLEARLY CANADIAN BEVERAGE CORPORATION is the registered holder of various trademarks, including CLEARLY CANADIAN®, CLEARLY CANADIAN BEVERAGE CORPORATION, and its wholly owned subsidiaries, produce, distribute and market CLEARLY CANADIAN®, CANADIAN O+2® and TRE LIMONE®.
