



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

June 15, 2015

Via E-mail  
Toby McBride  
CEO and President  
High Performance Beverages Company  
5137 E. Armor St.  
Cave Creek, AZ 85331

**Re: High Performance Beverages Company  
Preliminary Proxy Statement on Schedule 14A  
Filed June 5, 2015  
File No. 000-54973**

Dear Mr. McBride:

We have limited our review of your proxy statement to the issue we have addressed in our comment. Please respond to this letter by amending your proxy statement and providing the requested information. Where you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your proxy statement or your response to our comment, we may have additional comments.

Proposal 1, page 3

1. We note that you have proposed an increase to the number of authorized shares of your common stock. Please amend to disclose whether you have any specific plans, arrangements or understandings at this time to issue any of the shares that would be newly available for issuance as a result of the increase in authorized shares. If such plans exist, please disclose all material information.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in its filing;

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- staff comments or changes to disclosures in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please contact Preston Brewer at (202) 551-3969 or me at (202) 551-3715 with any other questions.

Sincerely,

/s/ Daniel Greenspan for

Jeffrey P. Riedler  
Assistant Director

cc: Via E-Mail  
Michael Holley  
President  
Andrea J. Cataneo  
Sichenzia Ross Friedman Ference, LLP