

Everett Rodney  
Form 3  
November 20, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                   |  |
| Å Everett Rodney                          |         | (Month/Day/Year)                     | Generation NEXT Franchise Brands, Inc. [VEND]                        |  |
| (Last)                                    | (First) | (Middle)                             | 11/20-07:00/2017   |  |
| 2620 FINANCIAL COURT, Å SUITE 100         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                     | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SAN DIEGO, Å CA Å 92117                   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer <input type="checkbox"/> Other      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | VP, Business Development   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |  |  |   |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares   |   |

(Instr. 5)

|                                      |       |                  |              |         |         |   |   |
|--------------------------------------|-------|------------------|--------------|---------|---------|---|---|
| Employee Stock Option (right to buy) | Â (1) | 11/24-07:00/2026 | Common Stock | 100,000 | \$ 0.11 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/20-07:00/2027 | Common Stock | 75,000  | \$ 0.16 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Everett Rodney<br>2620 FINANCIAL COURT<br>SUITE 100<br>SAN DIEGO, CA 92117 | Â             | Â         | Â VP, Business Development | Â     |

## Signatures

/s/ Anthony G. Mauriello, as attorney-in-fact  
11/20-07:00/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This stock option was granted on November 24, 2016 and vests over two years. Subject to the optionee's continuing to provide services,
- (1) 50% of the shares subject to the option shall vest and become exercisable one year after November 24, 2016, and 50% of the shares vest and become exercisable on November 24, 2018.
- This stock option was granted on January 20, 2017 and vests subject to management discretion and the optionee's continuing to provide services, 75% of the shares subject to the option became immediately exercisable at management's discretion after January 20, 2017, and 25% of the shares vest and become exercisable at management's discretion.

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### Remarks:

Exhibit 24.1 attached.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.