

INNOVATIVE FOOD HOLDINGS INC  
Form 8-K  
February 29, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 23, 2016

Innovative Food Holdings, Inc.  
(Exact name of registrant as specified in its charter)

|                                                   |                             |                                      |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Florida                                           | 0-9376                      | 20-1167761                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 28411 Race Track Road, Bonita Springs, Florida    |                             | 34135                                |
| (Address of principal executive offices)          |                             | (Zip Code)                           |

Registrant's telephone number, including area code: (239) 596-0204

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On February 23, 2016 we closed a transaction to sell 90% of our ownership in The Fresh Diet, Inc. (“TFD”) to New Fresh Co., LLC, a Florida limited liability company controlled by the former founder of TFD who was appointed Interim CEO of TFD on February 9, 2016. The consideration to Innovative Food Holdings consisted primarily of a restructuring of our loans, which includes the ability to convert to additional amounts of TFD under certain circumstances.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information

| Exhibit Number | Description                                               |
|----------------|-----------------------------------------------------------|
| 99.1           | <u>Unaudited condensed combined pro forma information</u> |

SIGNATURES

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 hereunto duly authorized.

INNOVATIVE FOOD HOLDINGS, INC.

Dated: February 29, 2016

By: /s/ Sam Klepfish  
Sam Klepfish, CEO