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Meat & Game - Prime rib of American kurobuta pork, dry-aged buffalo tenderloin, domestic lamb, Cervena venison, elk tenderloin

Produce - White asparagus, baby carrot tri-color mix, Oregon wild ramps, heirloom tomatoes

Poultry - Grade A foie gras, Hudson Valley quail, free range and organic chicken, airline breast of pheasant

Specialty - Truffle oils, fennel pollen, prosciutto di Parma, wild boar sausage

Mushrooms - Fresh morels, Trumpet Royale, porcini powder, wild golden chanterelles

Cheese - Maytag blue, buffalo mozzarella, Spanish manchego, Italian gorgonzola dolce















In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

obtain financial information and investment experience objectives of the person; and  
make a reasonable determination that the transactions in penny stocks are suitable for that person  
and the person has sufficient knowledge and experience in financial matters to be capable of  
evaluating the risks of transactions in penny stocks.

















































































(Gain) loss on revaluation of options	\$ 63,311	\$ (174,834)
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#### Significant Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying consolidated financial statements.











	2012	2011
Trade payables	\$ 1,325,490	\$ 891,785
Accrued payroll and commissions	51,282	34,005
Total	\$ 1,376,772	\$ 925,790

At December 31, 2012 and 2011, accrued liabilities to related parties consisted of accrued payroll and payroll related benefits.





































































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## PART III

## ITEM 10. Directors, Executive Officers and Corporate Governance

Set forth below are the directors and executive officers of our Company, their respective names and ages, positions with our Company, principal occupations and business experiences during at least the past five years.

Name	Age	Position
		Chief Executive
Sam Klepfish	42	Officer and Director
Justin		
Wiernesz	47	President
Joel Gold	72	Director
Solomon		
Mayer	55	Director
Hank Cohn	43	Director

## Directors

## Sam Klepfish

From November 2007 to present Mr. Klepfish is the CEO of Innovative Food Holdings and its subsidiaries. From March 2006 to November 2007 Mr. Klepfish was the interim president of the Company and its subsidiary. Since February 2005 Mr. Klepfish was also a Managing Partner at ISG Capital, a merchant bank. From May 2004 through February 2005 Mr. Klepfish served as a Managing Director of Technoprises, Ltd. From January 2001 to May 2004 he was a corporate finance analyst and consultant at Phillips Nizer, a New York law firm. Since January 2001 Mr. Klepfish has been a member of the steering committee of Tri-State Ventures, a New York investment group. From 1998 to December 2000, Mr. Klepfish was an asset manager for several investors in small-cap entities.

## Joel Gold, Director

Joel Gold is currently an investment Banker at Buckman, Buckman and Reid located in New Jersey, a position he has held since May 2010. Prior there to, from October 2004, he was head of investment banking of Andrew Garrett, Inc. From January 2000 until September 2004, he served as Executive Vice President of Investment Banking of Berry Shino Securities, Inc., an investment banking firm also located in New York City. From January 1999 until December 1999, he was an Executive Vice President of Solid Capital Markets, an investment-banking firm also located in New York City. From September 1997 to January 1999, he served as a Senior Managing Director of Interbank Capital Group, LLC, an investment banking firm also located in New York City. From April 1996 to September 1997, Mr. Gold was an Executive Vice President of LT Lawrence & Co., and from March 1995 to April 1996, a Managing Director of Fechter Detwiler & Co., Inc., a representative of the underwriters for the Company's initial public offering. Mr. Gold was a Managing Director of Furman Selz Incorporated from January 1992 until March 1995. From April 1990 until January 1992, Mr. Gold was a Managing Director of Bear Stearns and Co., Inc. ("Bear Stearns"). For approximately 20 years before he became affiliated with Bear Stearns, he held various positions with Drexel Burnham Lambert, Inc. He is currently a director, and serves on the Audit and Compensation Committees, of Geneva Financial Corp., a publicly held specialty, consumer finance company.



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Solomon Mayer, Director

Mr. Solomon Mayer has held various executive level positions, and has successfully overseen several businesses from conceptions to profitability. Mr. Mayer is currently on the board of directors of the following private Companies: Mooney Airplane Corporation, Premier Store Fixtures and Supreme Construction and Development, a real estate development and investment firm.

Hank Cohn, Director

Hank Cohn is currently CEO of P1 Billing, LLC, a revenue cycle management services provider to ambulatory medical clinics. P1 Billing is a spinoff of PracticeOne Inc., (formerly PractieXpert, Inc., an OTCBB traded company), an integrated PMS and EMR software and services company for physicians. Mr. Cohn served as President and Chief Executive Officer of PracticeOne from December 2009 until December 2009, at which time he sold the company to Francison Partners, one of the largest, global technology focused, private equity firms in Silicon Valley. Prior to that, Mr. Cohn worked with a number of public companies. A partial list of his past and present board memberships include: Analytical Surveys, Inc., Kaching Kaching, Inc., and International Food and Wine, Inc., currently Evolution Resources Inc. Mr. Cohn also served as the executive vice president of Galaxy Ventures, LLC a closely-held investment fund concentrating in the areas of bond trading and early stage technology investments, where he acted as portfolio manager for investments.

Executive Officer

Justin Wiernasz, President

Effective on July 31, 2008, Mr. Justin Wiernasz was promoted to the position of President of Innovative Food Holdings, Inc. Prior thereto he was the Executive Vice President of Marketing and Sales and Chief Marketing Officer of our operating subsidiary, Food Innovations, Inc. since May 2007 and the President of Food Innovations and our Chief Marketing Officer since December 2007. Prior thereto, he was at USF, our largest customer, for 13 years. From 2005 to 2007 he was the Vice President of Sales & Marketing, USF, Boston, and prior thereto, from 2003 to 2005 he was a National Sales Trainer at USF, Charleston SC, from 1996 to 2003 he was the District Sales Manager at USF, Western Massachusetts and from 1993 to 1996 he was Territory Manager, USF, Northampton, Easthampton & Amherst, MA. Prior to that from 1989 to 1993 he was the owner and operator J.J.'s food and spirit, a 110 seat restaurant.

Key Employee

John McDonald

Mr. McDonald, age 51, has been the Chief Information Officer of IVFH since November 2007 and our principal accounting officer since November 2007. From 2004 through 2007, Mr. McDonald worked as a consultant with Softrim Corporation of Estero, Florida where he created custom applications for a variety of different industries and assisted in building interfaces to accounting applications. Since 1999 he has also been President of McDonald Consulting Group, Inc. which provide consulting on accounts receivable, systems and accounting services.

Qualification of Directors

We believe that all of our directors are qualified for their positions and each brings a benefit to the board. Mr. Kelpfish, as our CEO, is uniquely qualified to bring management's perspective to the board's deliberations. Mr. Gold, with his lengthy career working for broker/dealers, brings "wall Street's" perspective. Mr. Mayer, with his experience as

an executive in start-up companies, brings that knowledge and insight to the board. Mr. Cohn, with his prior history of being an executive and his experience as a director of other companies, brings a well-rounded background and wealth of experience to our board.

#### Committees

The Board of Directors does not currently have an Audit Committee, a Compensation Committee, a Nominating Committee or a Governance Committee. The usual functions of such committees are performed by the entire Board of Directors. We are currently having difficulties attracting additional qualified directors, specifically to act as the audit committee financial expert. However, we believe that at least a majority of our directors are familiar with the contents of financial statements.



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- Consists of a bonus of \$45,250, payable in cash, and \$45,250 payable in cash or shares, at the discretion of the officer
- (a) Consists of options to purchase 100,000 shares (post reverse-split) of common stock at \$0.35 per share (post reverse-split)  
For services performed in 2011; also includes options to purchase 100,000 shares of common stock
- (b) at \$0.35 per share (post reverse-split) for services performed in 2012.
- (c) Consists of cash payments for health care benefits.
- (d) Consists bonus payment of \$34,650, payable in cash or shares, at the discretion of the officer.
- (e) Consists of \$130,000 cash salary paid and an additional \$13,500 salary accrued, which is convertible into shares of common stock at the election of Mr. Klepfish at a rate of \$0.25 per share. (post reverse-split).
- (f) Consists of a cash portion of \$21,140 and 57,135 shares (post reverse-split) of common stock valued at \$0.37 (post reverse-split) per share..
- (g) Consists of options to purchase 100,000 shares (post reverse-split) of common stock at a price of \$0.38 per share (post reverse-split).
- (h) Consists of options to purchase 40,000 shares (post reverse-split) of common stock at a price of \$0.38, options to purchase 40,000 shares (post reverse-split) of common stock at a price of \$0.45; options to purchase 40,000 shares (post reverse-split) of common stock at a price of \$0.47; and options to purchase 40,000 shares (post reverse-split) of common stock at a price of \$0.48.
- (i) Consists of a cash bonus of \$25,000.
- (j) Consists of options to purchase 12,500 shares (post reverse-split) of common stock at a price of \$0.38 per share (post reverse-split); options to purchase 12,500 shares (post reverse-split) of common stock at a price of \$0.45 per share (post reverse-split); options to purchase 12,500 shares (post reverse-split) of common stock at a price of \$0.47 per share (post reverse-split); and options to purchase 12,500 shares (post reverse-split) of common stock at a price of \$0.48 per share (post reverse-split).

Outstanding Equity Awards at Fiscal Year-End as of December 31, 2012

Name	Option Awards				Option Expiration Date	Stock Awards			
	Number of Securities Underlying Unexercised Options (#) (post reverse-split)	Number of Securities Underlying Unexercised Options (#) (post reverse-split)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (post reverse-split)	Option Exercise Price (\$ (post reverse-split)		Number of Shares or Units of Stock That Have Not Vested (post reverse-split)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, or Other Rights That Vested (post reverse-split)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, or Other Rights That Vested (post reverse-split)

(\$)

Justin Wiernasz	160,000 (a)	-	-	\$ 0.446 (b)	- (c)	-	-	-	-
Justin Wiernasz	100,000	-	-	\$ 0.350	03/31/13	-	-	-	-
Justin Wiernasz	100,000	-	-	\$ 0.350	05/14/17	-	-	-	-
Sam Klepfish	100,000	-	-	\$ 0.350	03/31/13	-	-	-	-
Sam Klepfish	100,000	-	-	\$ 0.350	05/04/17	-	-	-	-
Sam Klepfish	100,000	-	-	\$ 0.350	12/31/17	-	-	-	-

(a) Options vest at the rate of 25% each quarter beginning March 31, 2010

(b) Weighted-average exercise price.

(c) Option term is 5 years from the date of vesting.

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## Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (post reverse-split)	Option Awards (\$ (post reverse-split)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Joel Gold	\$ -	\$ -	\$ 63,414	\$ -	\$ -	\$ -	\$ -
Michael Ferrone (1)	\$ -	\$ -	\$ 63,414	\$ -	\$ -	\$ -	\$ -
Sam Klepfish	\$ -	\$ -	\$ 63,414	\$ -	\$ -	\$ -	\$ -
Solomon Mayer	\$ -	\$ -	\$ 63,414	\$ -	\$ -	\$ -	\$ -
Hank Cohn	\$ -	\$ -	\$ 63,414	\$ -	\$ -	\$ -	\$ -

During the year ended December 31, 2012, each of the Company's five board members were granted fully vested five-year options to purchase 200,000 shares (post reverse-split) of the Company's stock.

(1) On March 20, 2013, Mr. Michael Ferrone informed the Company's Board of Directors that he was resigning, effective immediately.

## Employment Agreements

Our subsidiary, Food Innovations, has employment agreements with certain officers and certain employees. The employment agreements provide for salaries and benefits, including stock grants and extend up to five years. In addition to salary and benefit provisions, the agreements include defined commitments should the employer terminate the employee with or without cause.

## SAM KLEPFISH

On January 6, 2010 (with an effective date of January 1, 2010), we entered into a three year employment agreement with our Chief Executive Officer, Sam Klepfish. The agreement provides for, among other things, (i) average annual salary of \$151,000 from January 1, 2010 through December 31, 2010, of which \$6,500 shall be accrued until June 20, 2010, and then payable in equal weekly installments until said \$6,500 is paid in full by December 31, 2010; (ii) \$165,000 per annum from January 1, 2011 through December 31, 2011, provided, however that the increase of \$14,000 shall only take affect if the Company's gross annual sales for 2010 are at least \$7.5 million; and (iii) the lesser of a 10% increase in salary above the salary in 2011 or \$181,000 per annum from January 1, 2012 through December 31, 2012, provided, however, the increase in 2012 shall only take effect if the Company's gross annual sales for 2011 are at least \$7.5 million.

Mr. Klepfish is also entitled to receive an annual bonus based upon the consolidated aggregate incremental revenues of the Company (payable one-half in cash and one-half in stock) in the range of 7%-50% of salary based upon the registrant meeting certain revenue and gross margin milestones. In September 2011, our board of directors modified the compensation arrangements for Mr. Klepfish such that his bonuses due and payable then may, at the option of Mr. Klepfish, be paid in any combination of cash or stock Mr. Klepfish desires with such decision to be made within five business days of being advised of the size of the bonus, if any, he is entitled to receive, it being agreed that a determination for one year shall not be binding upon any future year. The board also provided that in the event the Corporation sells a subsidiary, or substantially all of the assets of a subsidiary, Mr. Klepfish shall be entitled to a cash

bonus equal to 2%, of the purchase price, provided that he is then an employee of the Company or one of its subsidiaries.

On November 20, 2012 we entered into an employment agreement with Mr. Klepfish having an effective date of January 1, 2013 and terminating on December 31, 2015. The agreement provides for annual compensation ranging from \$226,250 to \$273,763 during the term with a portion of the compensation paid in stock. The agreement also provides for annual bonuses including bonuses based on increases in EBITDA (as defined in the agreement) of our various subsidiaries; additional bonuses upon the occurrence of certain events such as: listing on specific stock exchanges, spin-offs, investments and stock trading and volume levels. The agreement also provides for stock options with exercise prices ranging from \$0.40 - \$1.60 and an award of restricted stock, which only vests if certain volume and pricing milestones with respect to our common stock are met. Mr. Klepfish also has the option of receiving any portion of his salary or bonus in the form of equity. The agreement also contains non-compete and non-solicitation provisions.



Beneficially  
Owned

Sam Klepfish	(1)	961,843	14.3%
Michael Ferrone	(2)	1,522,922	24.3%
Joel Gold	(3)	989,054	15.7%
Solomon Mayer	(4)	200,000	3.3%
Hank Cohn	(5)	200,000	3.3%
Justin Wiernasz	(6)	360,000	5.8%
Joseph DiMaggio Jr.		296,000	5.1%
Christopher Brown	(7)	492,200	8.5%
Alpha Capital Anstalt	(8)	404,365	2.1%
All officers and directors as a whole (6 persons)	(9)	4,236,819	50.2%

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- (1) Includes 55,000 shares (post reverse-split) of common stock held by Mr. Klepfish; options to purchase 300,000 shares (post reverse-split) of the Company's common stock, and 164,843 shares (post reverse-split) for a note payable and accrued interest on the note. Does not include 18,200 shares (post reverse-split) of common stock issuable as of December 31, 2009 as compensation for services performed in 2009, and 57,135 shares (post reverse-split) of common stock issuable as compensation for services performed in 2010. Upon the issuance of these shares, Mr. Klepfish will beneficially own 15.3% of the outstanding shares.
- (2) Includes 1,045,922 shares (post reverse-split) of common stock held by Mr. Ferrone; and options to purchase 480,000 shares (post reverse-split) of the Company's common stock held by Mr. Ferrone. Does not include 26,078 shares (post reverse-split) to be issued to Mr. Ferrone for the settlement of debt. Upon the issuance of these shares, Mr. Ferrone will beneficially own 24.6% of the outstanding shares. On March 20, 2013, Mr. Ferrone informed the Company's Board of Directors that he was resigning, effective immediately.
- (3) Includes 490,654 shares (post reverse-split) of common stock held by Mr. Gold, and options to purchase 480,000 shares (post reverse-split) of common stock. Also includes 18,400 shares (post reverse-split) of common stock held by Mr. Gold's spouse.
- (4) Includes options to purchase 200,000 shares (post reverse-split) of common stock held by Mr. Mayer. Does not include 5,000 shares (post reverse-split) issuable for services as a board member for 2010, but not yet issued. Upon issuance of these shares, Mr. Mayer will beneficially own 3.3% of the shares outstanding.
- (5) Includes options to purchase 200,000 shares (post reverse-split) of common stock held by Mr. Cohn. Does not include 5,000 shares (post reverse-split) issuable for services as a board member for 2010, but not yet issued. Upon issuance of these shares, Mr. Cohn will beneficially own 3.3% of the shares outstanding.
- (6) Includes options to purchase 360,000 shares (post reverse-split) of common stock held by Mr. Wiernasz. Does not include 60,000 shares (post reverse-split) to be issued for services performed in 2008, 19,320 shares (post reverse-split) to be issued for services performed in 2009, and 57,135 shares (post reverse-split) to be issued for services performed in 2010. Upon the issuance of these shares, Mr. Wiernasz will beneficially own 7.9% of the outstanding shares.
- (7) Dr. Brown resigned as a member of our Board of Directors on May 23, 2011. The most recent address we have on file is 16902 Harbor Master CV, Cornelius, NC 28031. We have not received any updated information from Dr. Brown with respect to his shareholdings since our last annual report was filed.
- (8) Consists of 404,365 shares (post reverse-split) of common stock held by Alpha Capital. Excludes shares underlying warrants and convertible notes which are subject to a 9.99% blocker provision. The address of its principal business is Pradafant 7, Furstentums 9490, Vaduzm Liechtenstein. Information gathered from a Schedule 13G filed with the Securities and Exchange Commission on February 15, 2012.
- (9)

Includes 1,609,976 shares (post reverse-split) of common stock held by officers and directors. Also includes 2,626,843 shares (post reverse-split) underlying options, convertible notes or shares issuable as accrued interest upon outstanding notes. Does not include an aggregate of an additional 247,868 shares (post reverse-split) committed by the Company to be issued. Upon issuance of such shares the group will beneficially own 47.5% of the outstanding shares.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

We are not currently subject to the requirements of any stock exchange or national securities association with respect to having a majority of “independent directors” although we believe that we meet the standard established by NASDAQ inasmuch as Messrs. Gold, Mayer, and Cohn, are “independent” and only Mr. Klepfish, by virtue of being our Chief Executive Officer, is not independent. Mr. Klepfish does not participate in board discussions concerning his compensation.

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ITEM 14. Principal Accountant Fees and Services

Audit Fees

The Company engaged Liggett, Vogt & Webb P.A. (“LVW”) as our new independent registered public accounting firm as of November 9, 2012. During the year ended December 31, 2012, LVW billed us \$2,700 for the audit of our annual consolidated financial statements for the year ended December 31, 2012 included in our Form 10-K.

The aggregate fees billed for each of the last two fiscal years for professional services rendered by RBSM LLP for the audit of our annual consolidated financial statements included in our Forms 10-K: 2012: \$17,000; and 2011: \$36,500 which includes audit fees related to the acquisition audit of Artisan Specialty Foods, Inc.

Audit-Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by LVW that are reasonably related to the performance of the audit or review of our consolidated financial statements including our quarterly interim reviews on Form 10-Q and are not reported under Audit Fees above: 2012: \$7,500 and 2011: \$0.

The aggregate fees billed in each of the last two fiscal years for assurance and related services by RBSM LLP that are reasonably related to the performance of the audit or review of our consolidated financial statements including our quarterly interim reviews on Form 10-Q and are not reported under Audit Fees above: 2012: \$15,000 and 2011: \$22,500.

Tax Fees

LVW has not billed any tax fees since their engagement on November 9, 2012.

The aggregate fees billed in each of the last two fiscal years for professional services rendered by RBSM LLP are: 2012: \$3,500 and 2011: \$3,500.

All Other Fees

LVW has not billed any tax fees since their engagement on November 9, 2012.

The aggregate fees billed in each of the last two fiscal years for services provided by RBSM LLP, other than the services reported above: \$0.

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PART IV

ITEM 15. Exhibits

EXHIBIT  
NUMBER

- 3.1 Articles of Incorporation (incorporated by reference to exhibit 3.1 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 3.2 Amended Bylaws of the Company (incorporated by reference to exhibit 3.2 of the Company's annual report Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission on March 16, 2011).
- 4.1 Form of Convertible Note (incorporated by reference to exhibit 4.1 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 4.2 Form of Convertible Note (incorporated by reference to exhibit 4.2 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 4.3 Form of Warrant - Class A (incorporated by reference to exhibit 4.3 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 4.4 Form of Warrant - Class B (incorporated by reference to exhibit 4.4 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 4.5 Form of Warrant - Class C (incorporated by reference to exhibit 4.5 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 4.6 Secured Convertible Promissory Note dated December 31, 2008 in favor of Alpha Capital Anstalt (incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 7, 2009).
- 4.7 Class B Common Stock Purchase Warrant dated December 31, 2008 in favor of Alpha Capital Anstalt (incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 7, 2009).
- 4.8 Subscription Agreement between the Registrant and Alpha Capital Anstalt dated December 31, 2008 (incorporated by reference to exhibit 10.3 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 7, 2009).
- 4.9 Amendment, Waiver, and Consent Agreement effective January 1, 2009 between the Registrant and Alpha Capital Anstalt (incorporated by reference to exhibit 10.4 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission

on January 7, 2009).

- 10.1 Lease of the Company's offices at Naples, Florida (incorporated by reference to exhibit 10.1 of the Company's current report on Form 8-K filed with the Securities and Exchange Commission on October 23, 2008).
- 10.2 Security and Pledge Agreement – IVFH (incorporated by reference to exhibit 10.2 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 10.3 Security and Pledge Agreement – FII (incorporated by reference to exhibit 10.3 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 10.4 Supply Agreement with Next Day Gourmet, L.P. with Next Day Gourmet, L.P. (incorporated by reference to exhibit 10.4 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 10.5 Subscription Agreement (incorporated by reference to exhibit 10.5 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).
- 10.6 Agreement and Plan of Reorganization between IVFH and FII. (incorporated by reference to exhibit 10.6 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).

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- 10.7 Employment Agreement with Sam Klepfish dated as of December 31, 2008 (incorporated by reference to exhibit 10.5 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 7, 2009).
- 10.8 Employment Agreement with Justin Wiernasz dated as of December 31, 2008 (incorporated by reference to exhibit 10.6 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 7, 2009).
- 10.9 Employment Agreement with Sam Klepfish dated as of January 6, 2010 (incorporated by reference to exhibit 10.5 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 7, 2010).
- 10.10 Employment Agreement with Justin Wiernasz dated as of January 6, 2010 (incorporated by reference to exhibit 10.5 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 7, 2010).
- 10.11 Employment Agreement with Sam Klepfish (incorporated by reference to exhibit 10.1 of the Company's Form 10-Q filed with the Securities and Exchange Commission on November 21, 2012)
- 10.12 Employment Agreement Justin Wiernasz (incorporated by reference to exhibit 10.2 of the Company's Form 10-Q filed with the Securities and Exchange Commission on November 21, 2012)
- 10.13 Subscription Agreement dated as of May 11, 2012 between the Registrant and Alpha Capital Anstalt (incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2012)
- 10.14 Secured Convertible Promissory Note dated as of May 11, 2012 of the registrant issued to Alpha Capital Anstalt (incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2012)
- 10.15 Class E Common Stock Purchase Warrant issued to Alpha Capital Anstalt (incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2012)
- 10.16 Class F Common Stock Purchase Warrant issued to Alpha Capital Anstalt (incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2012)
- 10.16 Class G Common Stock Purchase Warrant issued to Alpha Capital Anstalt (incorporated by reference to exhibit 10.3 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2012)
- 10.17 Class H Common Stock Purchase Warrant issued to Alpha Capital Anstalt (incorporated by reference to exhibit 10.4 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2012)
- 10.18

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Stock Purchase Agreement dated as of May 10, 2012 between the Registrant, Artisan Specialty Foods, Inc. and David Vohaska (incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 24, 2012)

- 10.19 Lease dated May 7, 2012 between Artisan Specialty Foods, Inc. and David and Sherri Vohaska (incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 24, 2012)
- 10.20 Employment Agreement dated May 10, 2012 between Artisan Specialty Foods, Inc. and David Vohaska (incorporated by reference to exhibit 10.3 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 24, 2012)
- 10.21 Loan Agreement between the registrant and Fifth Third Bank effective February 26, 2013 (incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2013)
- 10.22 Security Agreement between the registrant and Fifth Third Bank effective February 26, 2013. (incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2013)

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	Mortgage by registrant in favor of Fifth Third Bank effective February 26, 2013. (incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2013)
10.23	Note by registrant in favor of Fifth Third Bank effective February 26, 2013 (incorporated by reference to exhibit 10.3 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2013)
14	Code of Ethics (incorporated by reference to exhibit 14 of the Company's Form 10-KSB/A for the year ended December 31, 2006, filed with the Securities and Exchange Commission on July 31, 2008).
21	<u>Subsidiaries of the Company</u>
31.1	<u>Rule 13a-14(a) Certification of Chief Executive Officer</u>
31.2	<u>Rule 13a-14(a) Certification of Principal Accounting Officer</u>
32.1	<u>Rule 1350 Certification of Chief Executive Officer</u>
32.2	<u>Rule 1350 Certification of Principal Accounting Officer</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

INNOVATIVE FOOD HOLDINGS, INC.

By: /s/ Sam Klepfish  
Sam Klepfish,  
Chief Executive Officer and Director

Dated: March 28, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Sam Klepfish Sam Klepfish	CEO and Director (Chief Executive Officer)	March 28, 2013
/s/ John McDonald John McDonald	Principal Accounting Officer (Principal Financial Officer)	March 28, 2013
/s/ Joel Gold Joel Gold	Director	March 28, 2013
/s/ Solomon Mayer Solomon Mayer	Director	March 28, 2013
/s/ Hank Cohn Hank Cohn	Director	March 28, 2013

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