

INNOVATIVE FOOD HOLDINGS INC  
Form SC 13G  
October 29, 2013

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

INNOVATIVE FOOD HOLDINGS, INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

45772H202  
(CUSIP Number)

October 22, 2013  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 45772H202

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

73114 Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a)x  
OF A GROUP (see instructions) (b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma, United States

5 SOLE VOTING POWER

240,000 Shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH:

6 SHARED VOTING POWER

104,183 Shares

7 SOLE DISPOSITIVE POWER

240,000 Shares

8 SHARED DISPOSITIVE POWER

104,183 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

344,183 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12 TYPE OF REPORTING PERSON (see instructions)

CO



CUSIP No. 45772H202

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael C. Bradley

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a)x  
OF A GROUP (see instructions) (b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

7,751 Shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH:

6 SHARED VOTING POWER

240,000 Shares

7 SOLE DISPOSITIVE POWER

7,751 Shares

8 SHARED DISPOSITIVE POWER

240,000 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

247,751 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.9%

12 TYPE OF REPORTING PERSON (see instructions)

IN



CUSIP No. 45772H202

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Donald E. Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a)x  
OF A GROUP (see instructions) (b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

18,500 Shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH:

6 SHARED VOTING POWER

240,000 Shares

7 SOLE DISPOSITIVE POWER

18,500 Shares

8 SHARED DISPOSITIVE POWER

240,000 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

258,500 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.0%

12 TYPE OF REPORTING PERSON (see instructions)

IN



CUSIP No. 45772H202

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Denver J. Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a)x  
OF A GROUP (see instructions) (b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

57,842 Shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH:

6 SHARED VOTING POWER

260,090 Shares

7 SOLE DISPOSITIVE POWER

57,842 Shares

8 SHARED DISPOSITIVE POWER

260,090 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

317,932 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%

12 TYPE OF REPORTING PERSON (see instructions)

IN





CUSIP No. 45772H202

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paratus Capital LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a)x  
OF A GROUP (see instructions) (b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma, United States

5 SOLE VOTING POWER

20,090 Shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH:

6 SHARED VOTING POWER

297,842 Shares

7 SOLE DISPOSITIVE POWER

20,090 Shares

8 SHARED DISPOSITIVE POWER

297,842 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

317,932 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%

12 TYPE OF REPORTING PERSON (see instructions)

CO



Item 1(a). Name of Issuer:

INNOVATIVE FOOD HOLDINGS, INC.

Item 1(b). Address of Issuer's Principal Executive Offices:

26411 Race Track Rd., Bonita Springs, FL 34135

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) 73114 Investments LLC
- ii) Michael C. Bradley
- iii) Donald E. Smith
- iv) Denver J. Smith
- v) Paratus Capital LLC

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the principal business offices of all of the "Reporting Persons" is 13401 Railway Drive, Oklahoma City, OK, 73114.

Item 2(c). Citizenship:

- i) 73114 Investments LLC is an Oklahoma limited liability company;
- ii) Michael C. Bradley is a citizen of the United States of America; and
- iii) Donald E. Smith is a citizen of the United States of America; and
- iv) Denver J. Smith is a citizen of the United States of America; and
- v) Paratus Capital LLC is an Oklahoma limited liability company.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share

Item 2(e). CUSIP Number: 45772H202



- Item 3. If this Statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a)  Broker or dealer registered under Section 15 of the Act;
  - (b)  Bank as defined in Section 3(a)(6) of the Act;
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act;
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
  - (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
  - (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Not Applicable

Item Ownership.

4.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

- i) 73114 Investments LLC may be deemed the beneficial owner of 344,183 shares. It is the direct owner of, and has the sole power to vote and dispose of 240,000 shares. It also has the shared power to vote and dispose of the shares separately held by Michael C. Bradley, Donald E. Smith, Denver J. Smith, and Paratus Capital LLC.
- ii) Michael C. Bradley may be deemed the beneficial owner of 247,751 shares. He is the direct owner of, and has the sole power to vote and dispose of 7,751 shares. He also has the shared power to vote and dispose of the 240,000 shares separately held by 73114 Investments LLC. He is an officer of 73114 Investments LLC.
- iii) Donald E. Smith may be deemed the beneficial owner of 258,500 shares. He is the direct owner of, and has the sole power to vote and dispose of 18,500 shares. He also has the shared power to vote and dispose of the 240,000 shares separately held by 73114 Investments LLC. He is an officer of 73114 Investments LLC.
- iv) Denver J. Smith may be deemed the beneficial owner of 317,932 shares. He is the direct owner of, and has the sole power to vote and dispose of 57,842 shares. He has the shared power to vote and dispose of the 240,000 shares separately held by 73114 Investments LLC. He has been granted power of attorney over the investment account of 73114 Investments LLC. He also has the shared power to vote and dispose of 20,090 shares separately held by Paratus Capital LLC. He is an officer of Paratus Capital LLC.
- v) Paratus Capital LLC may be deemed the beneficial owner of 317,932 shares. It is the direct owner of, and has the sole power to vote and dispose of 20,090 shares. Through Paratus Capital LLC's relationship with Denver J. Smith and Denver J. Smith's relationship with 73114 Investments LLC, Paratus Capital LLC has the shared power to vote and dispose of the 240,000 shares separately held by 73114 Investments LLC. Paratus Capital LLC also has the shared power to vote and dispose of the 57,842 shares separately held by Denver Smith.

(b) Percent of Class:

- i) 73114 Investments LLC may be deemed the beneficial owner of approximately 5.4% of Shares outstanding.
- ii) Michael C. Bradley may be deemed the beneficial owner of approximately 3.9% of Shares outstanding.
- iii) Donald E. Smith may be deemed the beneficial owner of approximately 4.0% of Shares outstanding.
- iv) Denver J. Smith may be deemed the beneficial owner of approximately 4.9% of Shares outstanding.
- v) Paratus Capital LLC may be deemed the beneficial owner of approximately 4.9% of Shares outstanding.

(c) Number of shares as to which such person has:

73114 Investments LLC

(i)	sole power to vote or to direct the vote:	240,000
(ii)	shared power to vote or to direct the vote:	104,183
(iii)	sole power to dispose or to direct the disposition of:	240,000
(iv)	shared power to dispose or to direct the disposition of:	104,183



Michael C. Bradley

(i) sole power to vote or to direct the vote:	7,751 Shares
(ii) shared power to vote or to direct the vote:	240,000 Shares
(iii) sole power to dispose or to direct the disposition of:	7,751 Shares
(iv) shared power to dispose or to direct the disposition of:	240,000 Shares

Donald E. Smith

(i) sole power to vote or to direct the vote:	18,500 Shares
(ii) shared power to vote or to direct the vote:	240,000 Shares
(iii) sole power to dispose or to direct the disposition of:	18,500 Shares
(iv) shared power to dispose or to direct the disposition of:	240,000 Shares

Denver J. Smith

(i) sole power to vote or to direct the vote:	57,842 Shares
(ii) shared power to vote or to direct the vote:	260,090 Shares
(iii) sole power to dispose or to direct the disposition of:	57,842 Shares
(iv) shared power to dispose or to direct the disposition of:	260,090 Shares

Paratus Capital LLC

(i) sole power to vote or to direct the vote:	20,090 Shares
(ii) shared power to vote or to direct the vote:	297,842 Shares
(iii) sole power to dispose or to direct the disposition of:	20,090 Shares
(iv) shared power to dispose or to direct the disposition of:	297,842 Shares

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See EXHIBIT A

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 22, 2013

/s/ Michael C. Bradley  
Michael C. Bradley

Dated: October 22, 2013

/s/ Donald E. Smith  
Donald E. Smith

Dated: October 22, 2013

/s/ Denver J. Smith  
Denver J. Smith

Dated: October 22, 2013

Paratus Capital, LLC  
  
By: /s/ Denver J. Smith  
Name: Denver J. Smith  
Title: Chief Strategy Officer

Dated: October 22, 2013

73114 Investments, LLC  
  
By: /s/ Michael C. Bradley  
Name: Michael C. Bradley  
Title: Chief Financial Officer

JOINT FILING AGREEMENT PURSUANT TO RULE 13D-1(K)(1)

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Act"), and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Dated: October 22, 2013 /s/ Michael C. Bradley  
Michael C. Bradley

Dated: October 22, 2013 /s/ Donald E. Smith  
Donald E. Smith

Dated: October 22, 2013 /s/ Denver J. Smith  
Denver J. Smith

Dated: October 22, 2013 Paratus Capital, LLC  
  
By: /s/ Denver J. Smith  
Name: Denver J. Smith  
Title: Chief Strategy Officer

Dated: October 22, 2013 73114 Investments, LLC  
  
By: /s/ Michael C. Bradley  
Name: Michael C. Bradley  
Title: Chief Financial Officer