

INNOVATIVE FOOD HOLDINGS INC
Form SC 13D/A
July 27, 2017

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

INNOVATIVE FOOD HOLDINGS, INC.
(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

45772H202
(CUSIP Number)

DENVER J. SMITH
52 CARLSON DRIVE
MILFORD, CT 06460
(405) 830 - 3274

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

07/22/17
(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

*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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

CUSIP No. 45772H202 Page 2 of 11
Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Denver J. Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (SEE INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Of America

7 SOLE VOTING POWER
772,679 shares

8 NUMBER OF SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
850,624 shares

9 SOLE
DISPOSITIVE
POWER
772,679 shares

10 SHARED
DISPOSITIVE
POWER
850,624 shares

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
1,623,303 shares

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(SEE(SEE
INSTRUCTIONS)
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
5.4%

14 TYPE OF REPORTING
PERSON
IN

CUSIP No. 45772H202 Page 3 of 11
Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Donald E. Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (SEE INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Of America

7 SOLE VOTING POWER
26,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER
804,804 shares

9

SOLE
DISPOSITIVE
POWER
26,000

10 SHARED
DISPOSITIVE
POWER
804,804 shares

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
830,804 shares

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(SEE(SEE
INSTRUCTIONS)
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
2.8%

14 TYPE OF REPORTING
PERSON
IN

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Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Richard G. Hill

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (SEE INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Of America

7 SOLE VOTING POWER
39,300 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER
45,820 shares

9

SOLE
DISPOSITIVE
POWER
39,300 shares

10 SHARED
DISPOSITIVE
POWER
45,820 shares

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
85,120 shares

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(SEE(SEE
INSTRUCTIONS)
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
0.3%

14 TYPE OF REPORTING
PERSON
IN

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Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Samuel N. Jurrens

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (SEE INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Of America

7 SOLE VOTING POWER
59,545 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER
0 shares

9

SOLE
DISPOSITIVE
POWER
59,545 shares

10 SHARED
DISPOSITIVE
POWER
0 shares

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
59,545 shares

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(SEE(SEE
INSTRUCTIONS)
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
0.2%

14 TYPE OF REPORTING
PERSON
IA, IN

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Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
73114 Investments, LLC
26-3607132

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (SEE INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Oklahoma

7 SOLE VOTING POWER
744,804

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
0

9 SOLE
 DISPOSITIVE
 POWER
 744,804

10 SHARED
 DISPOSITIVE
 POWER
 0

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON
 744,804 shares

12 CHECK BOX IF THE
 AGGREGATE
 AMOUNT IN ROW
 (11) EXCLUDES
 CERTAIN SHARES
 (SEE(SEE
 INSTRUCTIONS)
 (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
 REPRESENTED BY
 AMOUNT IN ROW (11)
 2.5%

14 TYPE OF REPORTING
 PERSON
 CO

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Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Youth Properties, LLC
27-2901108

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (SEE INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Oklahoma

7 SOLE VOTING POWER
60,000 shares

8 SHARED VOTING POWER
0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 SOLE
 DISPOSITIVE
 POWER
 60,000 shares

10 SHARED
 DISPOSITIVE
 POWER
 0 shares

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON
 60,000 shares

12 CHECK BOX IF THE
 AGGREGATE
 AMOUNT IN ROW
 (11) EXCLUDES
 CERTAIN SHARES
 (SEE(SEE
 INSTRUCTIONS)
 (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
 REPRESENTED BY
 AMOUNT IN ROW (11)
 0.2%

14 TYPE OF REPORTING
 PERSON
 CO

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Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Paratus Capital, LLC
46-0672795

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (SEE INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Oklahoma

7 SOLE VOTING POWER
45,820 shares

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
0

9 SOLE
 DISPOSITIVE
 POWER
 45,820 shares

10 SHARED
 DISPOSITIVE
 POWER
 0 shares

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON
 45,820 shares

12 CHECK BOX IF THE
 AGGREGATE
 AMOUNT IN ROW
 (11) EXCLUDES
 CERTAIN SHARES
 (SEE(SEE
 INSTRUCTIONS)
 (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
 REPRESENTED BY
 AMOUNT IN ROW (11)
 0.2%

14 TYPE OF REPORTING
 PERSON
 PN

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EXPLANATORY NOTE

This Amendment No. 3 to Schedule 13D (“Amendment No. 3”) amends and supplements the prior statement on Schedule 13D (the “Schedule 13D”) as filed on May 4, 2017, and amended on July 19, 2017 (“Amendment No. 2”). This amendment is being filed by (i) Denver J. Smith, (ii) Donald E. Smith, (iii) Richard G. Hill, (iv) Samuel N. Jurrens, (v) 73114 Investments, LLC, (vi) Youth Properties, LLC, and (vii) Paratus Capital, LLC who are collectively referred to as the “Reporting Persons”, related to shares of common stock of Innovative Food Holdings, Inc., a Florida Corporation (the “Issuer”), whose principal executive offices are located at 26411 Race Track Rd, Bonita Springs, FL 34135. Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D, and Amendment No. 2. Except as indicated herein, the information set forth in the Schedule 13D remains unchanged in all material respects. Unless otherwise indicated, all capitalized terms used herein but not defined shall have the same meanings as set forth in the Schedule 13D.

This Amendment No. 3 is being filed to attach a non-disclosure agreement between Denver Smith and the Issuer relating to exploratory discussions about potential changes in the composition of board of directors of the Issuer. This agreement was dually signed on July 22, 2017.

Item 1. Security and Issuer.

There are no amendments to Item 1 of the Schedule 13D pursuant to this Amendment No. 3.

Item 2. Identity and Background.

There are no amendments to Item 2 of the Schedule 13D pursuant to this Amendment No. 3.

Item 3. Source and Amount of Funds or Other Consideration.

There are no amendments to Item 3 of the Schedule 13D pursuant to this Amendment No. 3.

Item 4. Purpose of Transaction.

There are no amendments to Item 4 of the Schedule 13D pursuant to this Amendment No. 3.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended to read in its entirety as follows:

- (a) There are no amendments to part (a) of Item 5 of the Schedule 13D pursuant to this Amendment No. 3.
- (b) There are no amendments to part (b) of Item 5 of the Schedule 13D pursuant to this Amendment No. 3.
- (c) All transactions in shares of the issuer over the past 60 days were reported as an exhibit to the Amendment No. 2 filed July 19, 2017. No transactions have occurred since the Amendment No. 2 was filed.
- (d) Not applicable.

(e)Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no amendments to Item 6 of the Schedule 13D pursuant to this Amendment No. 3.

Item 7. Material to be Filed as Exhibits.

The following has been attached: Non-Disclosure Agreement entered into between Denver Smith and the Issuer.

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Signatures

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: July 25, 2017 /s/ Richard G. Hill
Richard G. Hill

Dated: July 25, 2017 /s/ Samuel N. Jurrens
Samuel N. Jurrens

Dated: July 25, 2017 /s/ Donald E. Smith
Donald E. Smith

Dated: July 25, 2017 /s/ Denver J. Smith
Denver J. Smith

Dated: July 25, 2017 Paratus Capital, LLC

By: /s/ Denver J. Smith
Name: Denver J. Smith
Title: Chief Strategy
Officer

Dated: July 25, 2017 73114 Investments, LLC

By: /s/ Denver J. Smith
Name: Denver J. Smith
Title: Chief
Investment Officer

Dated: July 25, 2017 Youth Properties, LLC

By: /s/ Donald E. Smith
Name: Donald E. Smith
Title: Chief Executive
Officer