

Vaughan Foods, Inc.  
Form SC 13D/A  
June 01, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
(Rule 13d-101)  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)  
VAUGHAN FOODS, INC.**

(Name of Issuer)  
**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)  
**92241M107**

(CUSIP Number)  
**Russell C. Hansen  
Gibson, Dunn & Crutcher LLP  
1881 Page Mill Road  
Palo Alto, CA 94304  
(650) 849-5300**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  
**May 27, 2009**

(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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).

CUSIP No. 92241M107

**1** NAMES OF REPORTING PERSONS  
Taylor Family Investments, LLC

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

**2**  
(a)   
(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)   
N/A

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Nevada

**7** SOLE VOTING POWER  
NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY 344,925  
SHARED VOTING POWER

**9** EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

WITH SHARED DISPOSITIVE POWER

10

344,925

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

344,925

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

N/A

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

7.5%<sup>1</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

<sup>1</sup> Based upon 4,623,077 shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2009.

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**1** NAMES OF REPORTING PERSONS  
Bruce C. Taylor

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

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

**7** SOLE VOTING POWER  
NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY 344,925  
SHARED VOTING POWER

**9** EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

**10** WITH SHARED DISPOSITIVE POWER

344,925

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

344,925

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

**12**

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

7.5%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**14**

IN

<sup>1</sup> Based upon 4,623,077 shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2009.

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This Amendment No. 1 (this Amendment ) amends and supplements the Schedule 13D filed on April 3, 2009 (the Original Filing ) by the Reporting Persons relating to the common stock, par value \$0.001 per share of Vaughan Foods, Inc., an Oklahoma corporation (the Issuer ). Information reported in the Original Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment.<sup>2</sup> Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Original Filing.

**Item 1. Security and Issuer**

This Amendment is being filed to report each of the Reporting Persons' beneficial ownership of the Issuer's Common Stock as of the event date identified on the cover page to this Amendment (the Event Date ). The principal executive offices of the Issuer are located at 216 N.E. 12th Street, Moore, OK 73160.

The shares of the Issuer's Common Stock reported herein as beneficially owned by Taylor Family Investments, LLC (Taylor Investments ) consist of (i) the number of shares of the Issuer's Common Stock owned directly by Taylor Investments and (ii) the number of shares of the Issuer's Common Stock owned directly by Dorado Leasing, LLC (Dorado Leasing ), a wholly owned subsidiary of Taylor Investments. Taylor Investments as the parent company of Dorado Leasing may be deemed to beneficially own shares of the Issuer's Common Stock owned directly by Dorado Leasing. The shares of the Issuer's Common Stock reported herein as beneficially owned by Bruce C. Taylor (Mr. Taylor ) consist of (i) the number of shares of the Issuer's Common Stock owned directly by Taylor Investments and (ii) the number of shares of the Issuer's Common Stock owned directly by Dorado Leasing. Mr. Taylor is the sole Manager of Taylor Investments and of Dorado Leasing, and as such he may be deemed to beneficially own shares of the Issuer's Common Stock owned directly by Taylor Investments and Dorado Leasing.

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

As of May 27, 2009, the Reporting Persons may be deemed to beneficially own an aggregate of 344,925 shares of the Issuer's Common Stock, as detailed in Item 5. The aggregate purchase price for such shares was \$488,622.72 (exclusive of brokerage commissions and fees), which amount has come from the cash assets of Taylor Investments and Dorado Leasing.

**Item 5. Interest in Securities of the Issuer**

(a) and (b)

**Interests of Reporting Persons and Others:**

(1) Taylor Investments:

As of the Event Date, Taylor Investments had sole or shared beneficial ownership of 344,925 shares of the Issuer's Common Stock. Of these 344,925 shares of Common Stock, Taylor Investments had (a) sole voting and sole dispositive power with respect to 0 shares of Common Stock and (b) shared voting and shared dispositive power with respect to 344,925 shares of Common Stock. Of these 344,925 shares of Common Stock, (a) 226,550 are owned directly by Taylor Investments and (b) 118,375 are owned directly by Dorado Leasing, a wholly owned subsidiary of Taylor Investments. As the parent of Dorado Leasing, Taylor Investments may be deemed to have beneficial ownership of the shares owned directly by Dorado Leasing.

(2) Mr. Taylor:

As of the Event Date, Mr. Taylor had sole or shared beneficial ownership of 344,925 shares of the Issuer's Common Stock. Of these 344,925 shares of Common Stock, Mr. Taylor had (a) sole voting and sole dispositive power with respect to 0 shares of Common Stock and (b) shared voting and shared dispositive power with respect to 344,925 shares of Common Stock. Of these 344,925 shares of Common Stock, (a) 226,550 are owned directly by Taylor Investments and (b) 118,375 are owned directly by Dorado Leasing. Mr. Taylor is the sole Manager of Taylor Investments and of Dorado Leasing, and as such Mr. Taylor may be deemed to have shared voting and shared dispositive power over the shares owned directly by Taylor Investments and Dorado Leasing.

In addition, the Original Filing did not reflect the sale by Taylor Investments of 100 shares of the Issuer's Common Stock on October 28, 2008 at \$0.80 per share. Thus, as of the filing date of the Original Filing (April 3, 2009), the Reporting Persons beneficially owned 277,125 shares of the Issuer's Common Stock (not 277,225 shares), of which Taylor Investments directly owned 196,550 shares and Dorado Leasing directly owned 80,575 shares. This did not result in a change to the percentage of shares reported in the Original Filing as beneficially owned by the Reporting Persons as of the filing date.

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(c) The following transactions in the Issuer's Common Stock were effected by each of Taylor Investments and Dorado Leasing in the 60 days prior to the Event Date:

Party Effecting					Description of
Transaction	Transaction Date	Shares Acquired	Shares Disposed	Price Per Share <sup>3</sup>	Transaction
Dorado Leasing	04/07/2009	37,800	0	\$ 0.56	Open Market Purchase
Taylor Investments	05/14/2009	1,900	0	\$ 0.90	Open Market Purchase
Taylor Investments	05/15/2009	500	0	\$ 0.90	Open Market Purchase
Taylor Investments	05/18/2009	200	0	\$ 0.90	Open Market Purchase
Taylor Investments	05/19/2009	200	0	\$ 0.90	Open Market Purchase
Taylor Investments	05/20/2009	500	0	\$ 0.90	Open Market Purchase
Taylor Investments	05/21/2009	1,900	0	\$ 0.90	Open Market Purchase
Taylor Investments	05/27/2009	24,800	0	\$ 0.90	Open Market Purchase

**Item 7. Material to Be Filed as Exhibits**

Exhibit 99.1 Joint Filing Agreement, dated April 3, 2009 (incorporated by reference from the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on April 3, 2009).

<sup>3</sup> Exclusive of brokerage commissions and fees.



**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

**TAYLOR FAMILY INVESTMENTS, LLC**

By: /s/ Bruce C. Taylor June 1, 2009

Name: Bruce C. Taylor  
Title: Manager

**BRUCE C. TAYLOR**

/s/ Bruce C. Taylor June 1, 2009

Bruce C. Taylor