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

FORM 8-K

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
(State or other jurisdiction
of incorporation)

0-9376
(Commission
File Number)

20-1167761
(IRS Employer
Identification No.)

28411 Race Track Road, Bonita Springs, Florida
(Address of principal executive offices)

34135
(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

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

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

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The unaudited pro forma condensed balance sheets at September 30, 2015 and the unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2015, and for the year ended December 31, 2014 presented herein are based on the historical financial statements of Innovative Food Holdings, Inc. (“Innovative”) and The Fresh Diet, Inc. (“The Fresh Diet”) after giving effect to Innovative’s sale of The Fresh Diet (the “Sale”) and the assumptions and adjustments described in the accompanying notes to these unaudited pro forma condensed financial information.

The unaudited condensed combined pro forma balance sheet data at September 30, 2015 assumes that the Sale took place on September 30, 2015.

The unaudited pro forma condensed combined statement of operations data for the nine months ended September 30, 2015 presents the historical unaudited statement of operations of Innovative without including the results of The Fresh Diet for the nine months ended September 30, 2015, giving effect to the Sale as if it occurred on January 1, 2015.

The unaudited pro forma condensed combined statement of operations data for the twelve months ended December 31, 2014 presents the historical unaudited statement of operations of Innovative without including the results of The Fresh Diet for the twelve months ended December 31, 2014, giving effect to the Sale as if it occurred on January 1, 2014.

The unaudited pro forma condensed combined financial information does not give effect to the potential impact of current financial conditions, regulatory matters or any anticipated costs that may be associated with the Sale. The unaudited pro forma condensed financial information also does not include loss of any efficiencies or estimated future transaction costs. In addition, as explained in more detail in the notes to the unaudited pro forma condensed combined financial information, the fair values of the identifiable assets and liabilities disposed reflected in the unaudited pro forma condensed financial information are subject to adjustment to reflect, among other things, the actual closing date, and may vary significantly from the actual amounts that will be recorded upon completion of the Sale.

The historical financial information has been adjusted to give effect to events that are directly attributable to the Sale, factually supportable and, with respect to the statements of operations, expected to have a continuing impact on the results of the combined company. These unaudited pro forma financial information should be read in conjunction with Innovative’s historical financial statements and accompanying notes appearing in its periodic SEC filings including the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, and its Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2015. The adjustments that are included in the following unaudited pro forma condensed combined financial information are described in Note 2 below, which includes the numbered notes that are marked in those financial information.

Innovative Food Holdings, Inc.
Unaudited Pro Forma Condensed Combined Balance Sheet
As of September 30, 2015

	<u>Consolidated (As Reported)</u>		<u>Pro Forma Adjustments</u>		<u>Pro Forma De-consolidation</u>
ASSETS					
Current assets					
Cash and cash equivalents	\$ 2,365,040	(2)	\$ 10		\$ 2,081,580
		(1)	(283,470)		
Accounts receivable net	1,598,240		-		1,598,240
Inventory	1,046,237	(1)	(180,636)		865,601
Other current assets	471,201	(1)	(410,860)		60,341
Due from related parties	461,241	(1)	(461,241)		-
Total current assets	5,941,959				4,605,762
Notes receivable		(2)	8,700,000		8,700,000
Reserve for notes receivable		(2)	(8,700,000)		(8,700,000)
Property and equipment, net	3,184,263	(1)	(1,040,935)		2,143,328
Investment	150,000		-		150,000
Intangible assets, net	5,010,627	(1)	(3,997,711)		1,012,916
Total assets	\$ 14,286,849				\$ 7,912,006
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)					
Current liabilities					
Accounts payable and accrued liabilities	\$ 4,000,549	(1)	(2,526,193)		\$ 1,474,356
Deferred revenue	3,870,851	(1)	(3,870,851)		-
Accrued liabilities - related parties	319,712	(1)	(159,562)		160,150
Accrued interest	624,307	(1)	(5,758)		618,549
Accrued interest - related parties	100,179	(1)	(46,029)		54,150
Revolving credit facilities	1,394,167	(1)	(14,167)		1,380,000
Notes payable, current portion, net of discount	1,822,922	(1)	(570,322)		1,252,600
Notes payable - related parties, current portion	110,500		-		110,500
Deferred tax liability	1,069,200	(1)	(1,069,200)		-
Contingent liabilities	570,000	(1)	(450,000)		120,000
Total current liabilities	13,882,387				5,170,305
Note payable - long term portion, net of discount	1,286,207	(1)	(86,524)		1,199,683
Notes payable - related parties, long term portion	2,199,970	(1)	(2,199,970)		-
Total liabilities	17,368,564				6,369,988
Stockholders' equity (deficit)					
Common stock	2,391				2,391
Additional paid-in capital	31,223,061				31,223,061
Treasury stock	(160,099)				(160,099)
Accumulated deficit	(34,146,708)	(1)	4,623,373		(29,523,335)
Total Innovative Food Holdings, Inc's stockholders' equity					1,542,018
Noncontrolling interest in variable interest entity	(360)	(1)	360		-
Total stockholder's equity (deficit)	(3,081,715)				1,542,018
Total liabilities and stockholders' equity (deficit)	\$ 14,286,849				\$ 7,912,006

See notes to unaudited pro forma condensed combined financial information.

Innovative Food Holdings, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Nine Months Ended September 30, 2015

	<u>Consolidated (As Reported)</u>		<u>Pro Forma Adjustments</u>	<u>Pro Forma De-consolidation</u>
Revenue	\$ 35,844,020	(3)	(13,607,750)	\$ 22,236,270
Cost of goods sold	26,170,250	(3)	(10,504,109)	15,666,141
Gross margin	<u>9,673,770</u>			<u>6,570,129</u>
Selling, general and administrative expenses	<u>16,308,810</u>	(3)	(9,863,263)	<u>6,445,547</u>
Total operating expenses	16,308,810			6,445,547
Operating income (loss)	(6,635,040)			124,582
Other (income) expense:				
Interest expense, net	508,744	(4)	(150,000)	293,824
Other (income)	<u>(5,400)</u>	(3)	(64,920)	<u>(5,400)</u>
Total other (income) expense	503,344			288,424
Net loss before taxes	(7,138,384)			(163,842)
Income tax expense	-			
Net loss	<u>\$ (7,138,384)</u>			<u>\$ (163,842)</u>
Less net income attributable to noncontrolling interest in variable interest entities	(1,544)	(3)	1,544	-
Net loss attributable to Innovative Food Holdings, Inc.	<u>\$ (7,136,840)</u>			<u>\$ (163,842)</u>
Net loss per share - basic	<u>\$ (0.324)</u>			<u>\$ (0.007)</u>
Net loss per share - diluted	<u>\$ (0.324)</u>			<u>\$ (0.007)</u>
Weighted average shares outstanding - basic	<u>22,042,357</u>			<u>22,042,357</u>
Weighted average shares outstanding - diluted	<u>22,042,357</u>			<u>22,042,357</u>

See notes to unaudited pro forma condensed combined financial information.

Innovative Food Holdings, Inc.
Unaudited Pro Forma Condensed Combined Statements of Operations
For the Year Ended December 31, 2014

	<u>Consolidated (As Reported)</u>		<u>Pro Forma Adjustments</u>		<u>Pro Forma De-consolidation</u>
Revenue	\$ 30,800,858	(3)	(4,917,030)		\$ 25,883,828
Cost of goods sold	<u>22,691,387</u>	(3)	(4,827,969)		<u>17,863,418</u>
Gross margin	8,109,471				8,020,410
Selling, general and administrative expenses	<u>11,025,083</u>	(3)	(3,324,970)		<u>7,700,113</u>
Total operating expenses	11,025,083				7,700,113
Operating income		(2,915,612)			320,297
Other (income) expense:					
Interest expense, net	824,070	(3)	(200,000)		588,946
Other (income)	<u>(8,734)</u>	(3)	7,034		<u>(1,700)</u>
Total other (income) expense	815,336				587,246
Net loss before income taxes		(3,730,948)			(266,949)
Income tax expense		-			-
Net loss	<u>\$ (3,730,948)</u>				<u>\$ (266,949)</u>
Less net income attributable to noncontrolling interest in variable interest entities		1,184	(3)	(1,184)	-
Net loss attributable to Innovative Food Holdings, Inc.	<u>\$ (3,732,132)</u>				<u>\$ (266,949)</u>
Net loss per share - basic	<u>\$ (0.320)</u>				<u>\$ (0.023)</u>
Net loss per share - diluted	<u>\$ (0.320)</u>				<u>\$ (0.023)</u>
Weighted average shares outstanding - basic	<u>11,421,690</u>				<u>11,421,690</u>
Weighted average shares outstanding - diluted	<u>11,421,690</u>				<u>11,421,690</u>

See notes to unaudited pro forma condensed combined financial information.

NOTES TO UNAUDITED PROFORMA CONDENSED COMBINED FINANCIAL INFORMATION

1. Sales Price

Pursuant to the terms of a Stock Purchase Agreement (the "Stock Purchase Agreement"), Innovative Food Holdings, Inc. ("Innovative") sold The Fresh Diet, Inc. ("The Fresh Diet") effective February 23, 2016. The sales price under the terms of the Stock Purchase Agreement was \$8,700,010, consisting of notes in the amount of \$8,700,000 and \$10 cash. A reserve in the amount of \$8,700,000 is reflected against these notes in the pro forma condensed balance sheets as of September 30, 2015 and December 31, 2014:

Cash	\$	10
Notes receivable		8,700,000
Reserve		(8,700,000)
Net sales price	\$	10
Assets disposed	\$	6,374,853
Liabilities disposed		(10,998,216)
Net assets and liabilities disposed		(4,623,363)

2. Pro Forma Adjustments

The pro forma condensed combined financial statements are based upon the historical consolidated financial statements of Innovative and The Fresh Diet and certain adjustments which Innovative believes are reasonable to give effect to the Fresh Diet sale. These adjustments are based upon currently available information and certain assumptions, and therefore the actual adjustments will likely differ from the pro forma adjustments.

The following pro forma adjustments are included in the unaudited pro forma condensed combined balance sheet and statements of operations:

- (1) To record the disposition of the assets and of liabilities of The Fresh Diet.
- (2) To record the consideration received by Innovative in the sale of The Fresh Diet. For pro forma presentation purposes, the Company has presented a full reserve related to the \$8,700,000 note receivable received as a result of the transaction.
- (3) To remove the revenue and expenses of The Fresh Diet from the consolidated financial statements of Innovative.
- (4) To record interest income on the note receivable received as partial consideration for the Sale.