
**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): **November 30, 2024**

Innovative Food Holdings, Inc.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

000-09376
(Commission
File Number)

20-1167761
(IRS Employer
Identification No.)

9696 Bonita Beach Rd, Suite 208
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act: None

Item 5.07 Submission of Matters to Vote of Security Holders.

Effective November 30, 2024, the holders of a majority of the voting power of the capital stock of Innovative Food Holdings, Inc., a Florida corporation (the “**Company**”), executed a written consent approving a grant of discretionary authority to the board of directors of the Company (the “**Board**”) to, without further stockholder approval, (i) change the name of the Company to “Harvest Group Holdings, Inc.” (the “**Name Change**”) and (ii) effect a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.0001 per share, of the Company within a range of between one-for-three and one-for-seven (with the Board being authorized to determinate the exact ratio) (the “**Reverse Stock Split**”) such that the Board, in its sole discretion, may apply for a listing of the Company’s common stock on the Nasdaq Stock Market LLC (“**Nasdaq**”) by filing an amendment (the “**Amendment**”) to the Company’s Articles of Incorporation, as amended, with the Florida Department of State. The written consent was signed by the holders of 26,141,684 shares of the Company’s common stock. Each share of common stock entitles the holder thereof to one vote on all matters submitted to stockholders. Accordingly, the holders of approximately 50.9% of the voting power of the Company’s capital stock as of November 30, 2024 signed the written consent approving the Name Change, the Reverse Stock Split and the Amendment. The Board has determined that it is in the best interest of the Company to make an application for the listing of the Company’s common stock on Nasdaq and also approved the Name Change, the Reverse Stock Split and the Amendment.

Pursuant to rules adopted by the Securities and Exchange Commission (the “**SEC**”) under the Securities Exchange Act of 1934, as amended, a Schedule 14C information statement will be filed with the SEC and sent or provided to the stockholders of the Company.

On December 5, 2024, the Company issued a press release announcing the proposed Name Change, Reverse Stock Split and the Private Placement (defined below). A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On November 30, 2024 and December 4, 2024, the Company entered into securities purchase agreements (the “**SPA**”) with several investors (the “**Investors**”), pursuant to which, among other things, the Company has agreed to issue and sell an aggregate of 2,031,250 shares of common stock of the Company (the “**Shares**”) at a purchase price of \$1.60 per Share, for an aggregate purchase price of \$3,250,000, in a private placement (the “**Private Placement**”). The parties expect to close the Private Placement within ten business days.

The SPA contains customary representations and warranties of the Company and each of the Investors, and customary conditions to closing. Pursuant to the SPA, the Investors are entitled to piggyback registration rights. The Company intends to use the net proceeds from the Private Placement for working capital and general corporate purposes.

The issuance of the Shares to the Investors will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), and is in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
99.1	Press Release, dated December 5, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: December 5, 2024

By: /s/ Robert William Bennett
Robert William Bennett
Chief Executive Officer



INNOVATIVE FOOD HOLDINGS, INC. ANNOUNCES CORPORATE NAME CHANGE TO HARVEST GROUP HOLDINGS, INC., A REVERSE STOCK SPLIT, AND PRIVATE PLACEMENT, IN PREPARATION FOR UPLISTING TO NASDAQ

BONITA SPRINGS, FL. (December 5, 2024) – Innovative Food Holdings, Inc. (OTCQB: IVFH) (“IVFH” or the “Company”), a national seller of gourmet specialty foods to professional chefs, today announced significant corporate updates, including a planned name change to Harvest Group Holdings, Inc., the stockholder approval of a reverse stock split, and the successful execution of securities purchase agreements (the “SPA”) for a private placement (the “Private Placement”) to raise \$3.25 million in new equity capital.

Strategic Updates in preparation for Nasdaq uplisting

- **Name Change:** Over the last year and a half, CEO Bill Bennett and his team have dramatically changed the focus and business model of the Company. These actions have included divesting, inactivating, or shutting down eight previously operating entities within the corporate structure, while simultaneously launching a new large retail business and new customers within its drop ship business. Accordingly, the Company will rebrand as Harvest Group Holdings, Inc. to reflect its growth strategy and new focus. The new name underscores IVFH’s commitment to its vision of delivering fresh and artisanal products from as close to the source as possible, while still being a broad enough brand to encompass the many growth opportunities ahead. The Company website, logo, and other Company branding will be updated over the coming weeks after the finalization of the name change.
- **Reverse Stock Split:** The Board and the holders of a majority of the Company’s issued and outstanding stock have authorized a reverse stock split of the Company’s common stock at a ratio between one-for-three and one-for-seven, which may enable the Company’s share price to meet the stock price element of the initial listing requirements of The Nasdaq Capital Market (“Nasdaq”).
- **Private Placement Financing:** Under the SPA, the Company will issue 2,031,250 shares of common stock at \$1.60 per share, raising gross proceeds of \$3.25 million. The capital raised will be used to enhance working capital and fund general corporate purposes. This modest raise, largely from Company insiders, is intended to help the Company continue to lean into its growth opportunities, and meet the minimum shareholder equity requirements of Nasdaq.
- **Nasdaq Uplisting:** With the above actions, the Company management believes the Company is in a strong position to navigate the uplisting process, which it is kicking off in earnest. Pending all necessary approvals, the Company hopes to complete the uplisting process in the first half of 2025.

CEO Statement

Bill Bennett, Chief Executive Officer of IVFH, commented, “These milestones represent a transformative chapter for our Company as we continue to build a strong foundation for future success. The name change to Harvest Group Holdings reflects our vision for future growth and broader market opportunities. Combined with the reverse stock split and new equity capital, these initiatives will drive shareholder value, prepare us for a Nasdaq uplisting, and enhance our ability to serve the evolving needs of our customers and partners.”

About Innovative Food Holdings, Inc.

At IVFH, we help make meals special. We provide access to foods that are hard to find, have a compelling story, or are on the forefront of food trends. Our gourmet foods marketplace connects the world’s best artisan food makers with top professional chefs nationwide. We curate the assortment, experience, and tech enabled tools that help our professional chefs create unforgettable experiences for their guests. Additional information is available at www.ivfh.com.

Forward-Looking Statements

This release contains certain forward-looking statements and information relating to the Company that are based on the current beliefs of the Company's management, as well as assumptions made by, and information currently available to, the Company. Such statements reflect the current views of the Company with respect to future events and are subject to certain assumptions, including those described in this release. Should one or more of these underlying assumptions prove incorrect, actual results may vary materially from those described herein as "should," "could," "will," "anticipate," "believe," "intend," "plan," "might," "potentially" "targeting" or "expect." Additional factors that could also cause actual results to differ materially relate to international crises, environmental and economic issues and other risk factors described in the Company's public filings. The Company does not intend to update these forward-looking statements. The content of the websites referenced above are not incorporated herein.

Investor and Media contact:

Gary Schubert
Chief Financial Officer
Innovative Food Holdings, Inc.
investorrelations@ivfh.com