

INNOVATIVE FOOD HOLDINGS INC
Form 10-Q/A
December 16, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington D. C. 20549

FORM 10-Q/A
Amendment No. 1

Quarterly report pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934.

For the quarterly period ended September 30, 2008

Transition report pursuant to Section 13 or 15(d) of the Exchange Act for the transition period from _____ to _____.

Commission File Number: 0-9376

INNOVATIVE FOOD HOLDINGS, INC.
(Exact Name of Registrant as Specified in its Charter)

Florida
(State of or Other Jurisdiction of
Incorporation or Organization)

20-1167761
(IRS Employer I.D. No.)

845 Beck Blvd., Suite 805, Naples, Florida 34114
(Address of Principal Executive Offices)

(239) 596-0204
(Issuer's Telephone Number, Including Area Code)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceeding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the issuer is a shell company (as defined in Regulation 12b-2 of the Exchange Act): YES NO

State the number of shares outstanding of each of the issuer's classes of Common equity, as of the latest practicable date: 171,787,638 Common Shares (post-reverse split) outstanding as of April 14, 2008

Transitional Small Business Disclosure Format: YES NO

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

| | | | |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large Accelerated filer | <input type="radio"/> | Accelerated filer | <input type="radio"/> |
| Non-accelerated filer | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |

(Do not check if a smaller reporting company)

Explanatory Note

This amendment no. 1 is being filed solely to revise Exhibits 31.1 and 31.2 to meet the statutory disclosure. We are not updating any of the disclosures contained in the initial filing and this amendment, though dated currently, continues to speak only as of the dates of the disclosures in the initial filing.

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, thereunto duly authorized.

| SIGNATURE | TITLE | DATE |
|--|--------------------------------|-------------------|
| / s / S a m Klepfish Sam Klepfish | Chief Executive Officer | November 10, 2009 |
| / s / J o h n McDonald John McDonald | Principal Financial Officer | November 10, 2009 |
