

klepfish samuel
Form 4
May 25, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
klepfish samuel

2. Issuer Name and Ticker or Trading Symbol
INNOVATIVE FOOD HOLDINGS INC [IVFH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
3845 BECK BLVD, SUITE 805
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

NAPLES, FL 34114
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|------------------------------------|------------------------------------|------------------|------------|---|------------|------------|-----------------|---------|---------------------|--------------------|-------|----------------------------|
| Conversion Right ⁽¹⁾ | \$ 0.005 | 01/01/2009 | A | 900,000 | 01/01/2009 | <u>(2)</u> | Common Stock | 900,000 | | | | |
| Conversion Right ⁽¹⁾ | \$ 0.005 | 02/01/2009 | A | 900,000 | 02/01/2009 | <u>(2)</u> | Common Stock | 900,000 | | | | |
| Conversion Right ⁽¹⁾ | \$ 0.005 | 03/01/2009 | A | 900,000 | 03/01/2009 | <u>(2)</u> | Common Stock | 900,000 | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| klepfish samuel 3845 BECK BLVD SUITE 805 NAPLES, FL 34114 | X | | CEO | |

Signatures

/s/ Samuel
Klepfish
Date: 05/25/2011
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The derivative securities reported hereby represent unpaid and accrued salary in the amount of \$4,500 which the Reporting Person may
- (1) convert at any time, in his sole discretion, into shares of the Registrant's common stock at a conversion price of \$0.005 per share (subject to adjustment for stock splits, etc.) or an aggregate of 900,000 shares.
 - (2) Convertible as long as the related liability remains outstanding.

Remarks:

THIS FORM 4 IS A CONTINUATION OF THE FORM 4 FILE IMMEDIATELY PRIOR. THE FILINGS WERE SEPARATE

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.