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COFFEE HOLDING CO INC
Form 10KSB/A
August 26, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549-1004

FORM 10-KSB/A

AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended October 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file No. 333-00588-NY

COFFEE HOLDING CO., INC.

(Exact name of registrant as specified in its charter)

NEVADA 11-2238111
(state or other jurisdiction of (IRS employer identification number)
incorporation or organization)

4401 First Avenue, Brooklyn, New York 11232-0005
(address of principal executive offices) (zip code)

Registrant's telephone number, including area code (718) 832-0800

Securities registered pursuant to Section 12(b) of the Act:

None
(Title of Class)

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

The aggregate market value of the voting common stock held by non-affiliates of the Registrant cannot be determined as the common stock is not quoted or listed

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on any quotation system or market.

As of October 31, 2002, the Registrant had 3,999,650 shares of common stock, par value \$.001 per share, outstanding.

EXPLANATORY NOTE

This Amendment No. 1 to our Annual Report on Form 10-KSB/A for the fiscal year ended October 31, 2002, as originally filed on February 13, 2003, is being filed solely to amend the Exhibit Index included in Item 13 and to refile Exhibits 10.10 and 10.11 with indications, at the appropriate places in the exhibits, that confidential information has been omitted pursuant to requests for confidential treatment and has been filed separately with the Securities and Exchange Commission.

Except as described above, no other changes have been made to the Annual Report on Form 10-KSB. This Amendment No. 1 to our Annual Report on Form 10-KSB/A does not otherwise attempt to update the information set forth in the original filing of the Annual Report on Form 10-KSB.

ITEM 13. EXHIBIT, LIST AND REPORTS ON FORM 8-K

(c) Exhibits. (Filed herewith unless otherwise noted)

EXHIBIT NO. -----	DESCRIPTION -----
2.1	Agreement and Plan of Merger by and Among Transpacific International Group Holding Co., Inc. (incorporated herein by reference to Exhibit 2 to Post- No. 1 to the Registration Statement on Form SB-2 (file No. 333-00588-NY) Commission on November 10, 1997).
3.1	Articles of Incorporation of Coffee Holding Co., Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the Coffee Holding Co., Inc. Annual Report on Form 10-KSB for the year ended October 31, 2002, filed with the Securities and Exchange Commission on February 13, 2003).
3.2	Certificate of Amendment of Articles of Incorporation of Coffee Holding Co., Inc. (incorporated herein by reference to Exhibit 3.2 to the Coffee Holding Co., Inc. Annual Report on Form 10-Q for the quarter ended April 30, 1998).
3.3	Coffee Holding Co., Inc. By-Laws, as amended (incorporated herein by reference to the Coffee Holding Co., Inc. Quarterly Report on Form 10-Q for the quarter ended April 30, 1998).
4.1	Form of Stock Certificate of Coffee Holding Co., Inc. (incorporated by reference to Exhibit 4.1 to the Coffee Holding Co., Inc. Annual Report on Form 10-KSB for the year ended October 31, 2002, filed with the Securities and Exchange Commission on February 13, 2003).
10.1	Lease with T&O Management Corp. dated August 15, 1997 (incorporated herein by reference to Exhibit 10.1 to the Coffee Holding Co., Inc. Quarterly Report on Form 10-Q for the quarter ended April 30, 1998).

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- 10.2 1998 Stock Option Plan (incorporated herein by reference to Exhibit 10.2 Holding Co., Inc. Quarterly Report on Form 10-Q for the quarter ended Apr
- 10.3 Loan and Security Agreement dated as of November 21, 1997 between Coffee and NationsCredit Commercial Corporation (incorporated herein by referenc the Coffee Holding Co., Inc. Annual Report on Form 10-K for the fiscal ye 2000).
- 10.4 First Amendment to Loan and Security Agreement dated as of May 22, 1998 b Holding Co., Inc. and NationsCredit Commercial Corporation (incorporated to Exhibit 10.4 to the Coffee Holding Co., Inc. Annual Report on Form 10- year ended October 31, 2000).
- 10.5 Second Amendment dated as of November 29, 2000 to Loan and Security Agree Holding Co., Inc. and Wells Fargo Business Credit, Inc., as assignee (inc reference to Exhibit 10.5 to the Coffee Holding Co., Inc. Annual Report of fiscal year ended October 31, 2000).
- 10.6 Term Note dated as of November 29, 2000 made by Coffee Holding Co., Inc. Fargo Business Credit, Inc., in the principal amount of \$600,000 (incorpo reference to Exhibit 10.6 to the Coffee Holding Co., Inc. Annual Report of fiscal year ended October 31, 2000).

- 10.7 Third Amendment dated as of October 1, 2002 to Loan and Security Agreemen Holding Co., Inc. and Wells Fargo Business Credit, Inc., as assignee (inc reference to Exhibit 10.7 to Amendment No. 1 to the Coffee Holding Co., I Statement on Form SB-2/A, filed with the Securities and Exchange Commissi 2004).
- 10.8 Term Note dated as of October 1, 2002 made by Coffee Holding Co., Inc. in Fargo Business Credit, Inc., in the principal amount of \$750,000 (incorpo to Exhibit 10.8 to the Coffee Holding Co., Inc. Annual Report on Form 10- ended October 31, 2002, filed with the Securities and Exchange Commission 2003).
- 10.9 Capital Lease Agreement with HSBC Business Credit (USA), Inc. (incorporat Exhibit 10.9 to Amendment No. 1 to the Coffee Holding Co., Inc. Registrat Form SB-2/A, filed with the Securities and Exchange Commission on August
- 10.10 Sales contract with Supervalu and Cub Foods (confidential portions have b pursuant to a request for confidential treatment and filed separately wit Exchange Commission).
- 10.11 Sales contract with Shurfine Central (confidential portions have been red request for confidential treatment and filed separately with the Securiti Commission).
- 31.1 Rule 13a-14(a) / 15d-14(a) Certifications.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

COFFEE HOLDING CO., INC.

By: /s/ Andrew Gordon

Andrew Gordon

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed on August 26, 2004 by the following persons on behalf of the registrant and in the capacities indicated.

SIGNATURE -----	TITLE -----
/s/ Andrew Gordon ----- Andrew Gordon	Chief Executive Officer, President, Treasurer and Director (principal executive officer)
/s/ David Gordon ----- David Gordon	Executive Vice President -- Operations, Secretary and Director
/s/ Richard E. Pino ----- Richard E. Pino	Chief Financial Officer (principal financial and accounting officer)
----- Gerard DeCapua	Director
/s/ Daniel Dwyer ----- Daniel Dwyer	Director

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