

COFFEE HOLDING CO INC  
Form 8-K  
August 30, 2011

---

---

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): August 30, 2011

COFFEE HOLDING CO., INC.  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Nevada<br>(State or other<br>jurisdiction<br>of incorporation)                              | 001-32491<br>(Commission<br>File Number) | 11-2238111<br>(IRS Employer<br>Identification No.) |
| 3475 Victory Boulevard, Staten Island, New York<br>(Address of principal executive offices) |  | 10314<br>(Zip Code)                                |

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

Not Applicable  
(Former name or former address, if changed since last report.)

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))
- 
-



Item Results of Operations and Financial Condition.  
2.02.

On August 30, 2011, Coffee Holding Co., Inc. (“Coffee” or the “Company”) became aware that there is certain information in the marketplace regarding its operating results for the three months ended July 31, 2011. As a result, the Company is providing certain preliminary financial information about its sales and cost of sales for the three months ended July 31, 2011. The Company’s sales for the three months ended July 31, 2011 are expected to be approximately \$35.7 million and the Company’s costs of sales for the period ended July 31, 2011 are expected to be approximately \$33.6 million or 94.2% of net sales. The increase in cost of sales reflects the increased cost of green coffee.

The preliminary financial results provided herein are subject to finalization in connection with the preparation of the Company’s Form 10-Q report for the quarter ended July 31, 2011.

The information included in this Item 2.02 to this Current Report on Form 8-K, shall not be deemed “filed” for the purposes of or otherwise subject to the liabilities under Section 18 of the Securities Exchange Act of 1934 as amended (the “Exchange Act”). Unless expressly incorporated into a filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act made after the date hereof, the information contained in this Item 2.02 hereto shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

#### Forward Looking Statements

Any statements that are not historical facts contained in this release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including the preliminary financial results contained herein. We have based these forward-looking statements upon information available to management as of the date of this release and management’s expectations and projections about certain future events. It is possible that the assumptions made by management for purposes of such statements may not materialize. Actual results may differ materially from those projected or implied in any forward-looking statements. Such statements may involve risks and uncertainties, including but not limited to those relating to product demand, coffee prices, pricing of our products, market acceptance, the effect of economic conditions, intellectual property rights, the outcome of competitive products, risks in product development, the results of financing efforts, the ability to complete transactions, and other factors discussed from time to time in the Company’s Securities and Exchange Commission filings. The Company undertakes no obligation to update or revise any forward-looking statement for events or circumstances after the date on which such statement is made.

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.

COFFEE HOLDING CO., INC.

Date: August 30, 2011

By: /s/ Andrew Gordon  
Name: Andrew Gordon  
Title: President and Chief Executive  
Officer