

COFFEE HOLDING CO INC
Form 8-K
February 04, 2016

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): February 3, 2016

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

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| Nevada (State or other jurisdiction of incorporation) | 001-32491 (Commission File Number) | 11-2238111 (IRS Employer Identification No.) |
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|---|------------------------------------|
| 3475 Victory Boulevard, Staten Island, New York (Address of principal executive offices) | 10314 (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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02. Compensatory Arrangements of Certain Officers.

Resignation of Director

On February 3, 2016, Robert M. Williams, a member of the Board of Directors (the “Board”) of Coffee Holding Co., Inc. (the “Company”) notified the Board that he would be resigning from his position as director of the Company, effective immediately. Mr. Williams was a member of the Audit Committee, Nominating & Corporate Governance Committee and Compensation Committee of the Board. Mr. Williams has indicated that his decision to resign was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Appointment of New Director

On February 3, 2016, the Board appointed George F. Thomas to serve as a member of the Board, effective immediately. Mr. Thomas is expected to stand for election at the Company’s annual meeting of stockholders in 2016. Mr. Thomas was appointed to the Audit Committee, Nominating & Corporate Governance Committee and Compensation Committee of the Board.

Mr. Thomas has over 35 years of domestic and international corporate business experience in top management positions. Since February 2007, Mr. Thomas has served as a Principal at Radix Consulting Corporation, a consulting firm which provides specialized advice in the field of electronic payments. From 1981 through 2007, Mr. Thomas served in a number of positions at The Clearing House Payments Company L.L.C., a limited liability company which operates electronic payment systems, including such positions as Executive Vice President of the Payments Services Division, President of the Electronic Payments Network, Senior Vice President of Business Development and Information Technology and Vice President of Technical Services and Systems Development. Since 2007, Mr. Thomas has served as a director of eGistics, Inc., a provider of cloud-based document and data management solutions which was acquired by Top Image Systems, Ltd. (NASDAQ: TISA) in 2014.

Mr. Thomas will be compensated pursuant to the Company’s standard practice for non-employee directors.

There is no arrangement or understanding pursuant to which Mr. Thomas was appointed to the Board, nor are there any transactions or proposed transactions to which the Company and Mr. Thomas are, or will be, a party. As of the date of this report, Mr. Thomas has not entered into any transaction requiring disclosure under Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

Item Financial Statements and Exhibits.

9.01.

(d) The following exhibit is furnished with this report:

| Exhibit No. | Description |
|-------------|---|
| <u>99.1</u> | Press Release, dated February 4, 2016, issued by the Company. |

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.

Dated: February 4, 2016

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

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|-------------|
|----------------|-------------|

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|-------------|---|
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