

ASCENDIA BRANDS, INC.  
Form 8-K  
October 12, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report (Date of earliest event reported): October 10, 2006

**ASCENDIA BRANDS, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	033-25900 (Commission File Number)	75-2228820 (IRS Employer Identification No.)
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100 American Metro Boulevard, Suite 108, Hamilton, New Jersey 08619

(Address of Principal Executive Offices) (Zip Code)

609-219-0930

(Registrant's Telephone Number, including Area Code)

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:

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement**

(a) As previously reported by Ascendia Brands, Inc. (the Company) in its Current Reports on Form 8-K filed with the Securities and Exchange Commission on August 8, 2006 and October 4, 2006, the Company entered into an Amended and Restated Registration Rights Agreement (the Registration Rights Agreement), dated as of August 2, 2006, and amended on October 2, 2006, in favor of Prencen Lending, LLC and Prencen, LLC (collectively, Prentice) pursuant to which the Company was obligated to file a registration statement with respect to certain shares of the Company's common stock covered by the Registration Rights Agreement no later than October 10, 2006 (as extended by amendment).

On October 10, 2006, the Company and Prentice agreed that the deadline for filing the registration statement required under the Registration Rights Agreement would be further extended until October 13, 2006, or such later date as may be agreed by the Company and Prentice. A copy of that amendment is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits**

(d)	<i>Exhibits</i>
<u>Number</u>	<u>Description of Exhibit</u>
<u>10.1*</u>	<u>Amendment dated October 10, 2006 to the Amended and Restated Registration Rights Agreement dated as of August 2, 2006 among the Registrant, Prencen, LLC and Prencen Lending, LLC</u>

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\* Filed electronically herewith

**SIGNATURE**

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.

Date: October 12, 2006

ASCENDIA BRANDS, INC.

By: /s/ John D. Willie  
John D. Willie  
Chief Financial Officer