

Edgar Filing: Organic To Go Food CORP - Form SC 13G

Organic To Go Food CORP  
Form SC 13G  
January 23, 2008

Under the Securities Exchange Act of 1934

ORGANIC TO GO FOOD CORP.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68618K106

(CUSIP Number)

January 14, 2008

(Date of Event Which Requires Filing of this Statement)

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

SCHEDULE 13G

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CUSIP No. 68618K106  
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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stiassni Capital Partners, LP

EIN: 55-0900784

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

-----  
NUMBER OF 5. SOLE VOTING POWER

SHARES 0

-----  
BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 1,484,000

-----  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

-----  
PERSON 8. SHARED DISPOSITIVE POWER

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WITH 1,484,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,484,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

| - |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.02%

12. TYPE OF REPORTING PERSON

PN

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stiassni Capital, LLC

EIN: 55-0900777

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) |  | (b) |  |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 1,484,000, all of which are held by Stiassni Capital Partners, LP (the "Fund"). Stiassni Capital, LLC ("LLC") is the general partner of the Fund.

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON 0

WITH 8. SHARED DISPOSITIVE POWER

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1,484,000, all of which are held by the Fund.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,484,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

| - |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.02%

12. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nicholas C. Stiassni

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) | \_ | (b) | X |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 1,484,000, all of which are held by the Fund. Nicholas C. Stiassni is Managing Member of LLC, which is the general partner of the Fund.

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON 0

WITH 8. SHARED DISPOSITIVE POWER

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1,484,000, all of which are held by the Fund. Nicholas C. Stiassni is Managing Member of LLC, which is the general partner of the Fund.

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,484,000  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

| - |  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.02%  
-----

12. TYPE OF REPORTING PERSON

IN  
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Item 1. Issuer.

(a) The name of the issuer is Organic To Go Food Corp. (the "Issuer").

(b) The address of the Issuer's principal executive office is 3317 Third Avenue South, Seattle, WA 98134.

Item 2. Reporting Person and Security.

(a) Stiassni Capital Partners, LP (the "Fund") is a private investment limited partnership organized under California law. The general partner of the Fund is Stiassni Capital, LLC ("LLC"), a California limited liability company. Nicholas C. Stiassni is the Managing Member of LLC. The Fund, LLC and Nicholas C. Stiassni are referred to herein as the "Reporting Persons."

(b) The business address of the Fund, LLC and Nicholas C. Stiassni is 3400 Palos Verdes Drive West, Rancho Palos Verdes, California 90275.

(c) The Fund is a California limited partnership. LLC, its general partner, is a California limited liability company.

(d) The title of the class of securities to which this statement relates is the common stock of the Issuer, par value \$0.001 per share (the "Common Stock").

(e) The CUSIP number is 68618K106.

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

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(b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E).

(f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F).

(g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).

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(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j)  Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

Not Applicable.

Item 4. Ownership.

On June 28, 2007, the Fund purchased directly from the Issuer 375,000 shares of Common Stock and received warrants to purchase up to an additional 150,000 shares of Common Stock. On January 14, 2008, the Fund purchased directly from the Issuer 500,000 shares of Common Stock and received warrants to purchase up to an additional 225,000 shares of Common Stock. The Fund has also purchased 234,000 shares of Common Stock on the open market.

The Reporting Persons have never had beneficial ownership of 10% or more of the outstanding shares of Common Stock.

As of January 14, 2008, the Fund owned the following securities of the Issuer: 1,109,000 shares of Common Stock and warrants to purchase up to 375,000 shares of Common Stock.

LLC owned no securities of the Issuer directly.

Nicholas C. Stiassni owned no securities of the Issuer directly.

The right to vote and the right to dispose of the shares beneficially owned by the Fund are shared among the Fund and both LLC and Nicholas C. Stiassni.

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Assuming that the Issuer had 29,186,897 shares of Common Stock outstanding as of January 14, 2008, which is the number represented by legal counsel to the Issuer as outstanding as of January 11, 2008, the individual Reporting Persons had beneficial ownership of the following numbers of shares of Common Stock which represented the following percentages of the Common Stock outstanding:

|                      | Shares Owned<br>----- | Percentage<br>----- |
|----------------------|-----------------------|---------------------|
| The Fund             | 1,484,000             | 5.02%               |
| LLC                  | 1,484,000             | 5.02%               |
| Nicholas C. Stiassni | 1,484,000             | 5.02%               |

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Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [\_\_]

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

STIASSNI CAPITAL PARTNERS, LP

By: STIASSNI CAPITAL, LLC,  
its general partner

By: /s/ Nicholas C. Stiassni

Dated: January 23, 2008

-----  
Nicholas C. Stiassni, Managing Member

STIASSNI CAPITAL, LLC

By: /s/ Nicholas C. Stiassni

Dated: January 23, 2008

-----  
Nicholas C. Stiassni, Managing Member

/s/ Nicholas C. Stiassni

Dated: January 23, 2008

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Nicholas C. Stiassni

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EXHIBIT INDEX

Exhibit A            Agreement of Joint Filing

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EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that they are filing jointly pursuant to Rule

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13d-1 of the Securities Exchange Act of 1934 a report on Schedule 13G, containing the information required by Schedule 13G, for shares of the common stock of Organic To Go Food Corp. beneficially owned by Stiassni Capital Partners, LP, Stiassni Capital, LLC and Nicholas C. Stiassni and such other holdings as may be reported therein.

STIASSNI CAPITAL PARTNERS, LP

By: STIASSNI CAPITAL, LLC, its general partner

By: /s/ Nicholas C. Stiassni

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Nicholas C. Stiassni, Managing Member

STIASSNI CAPITAL, LLC

By: /s/ Nicholas C. Stiassni

-----  
Nicholas C. Stiassni, Managing Member

/s/ Nicholas C. Stiassni

-----  
Nicholas C. Stiassni