

Wiernasz Justin Jeffrey  
 Form 4  
 May 25, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Wiernasz Justin Jeffrey

2. Issuer Name and Ticker or Trading Symbol  
 INNOVATIVE FOOD HOLDINGS INC [IVFH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 8142 VALIANT DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President

NAPLES, FL 34104  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  |                                   |
| Common Stock <sup>(1)</sup>     | 12/31/2009                           |  | A                              |   | 966,000   | A  |                                   |
|                                 |                                      |  |                                |   | \$ 0.005  |  |                                   |
|                                 |                                      |  |                                |   | 3,966,000   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: Wiernasz Justin Jeffrey - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Options                                    | \$ 0.008   | 03/31/2010                           |  | A                              | 2,000,000   | (2)  | 03/31/2015  | Common Stock | 2,000,000            |
| Options                                    | \$ 0.01  | 06/30/2010                           |  | A                              | 2,000,000   | (3)  | 06/30/2015  | Common Stock | 2,000,000            |
| Options                                    | \$ 0.009   | 09/30/2010                           |  | A                              | 2,000,000   | (4)  | 09/30/2015  | Common Stock | 2,000,000            |
| Options                                    | \$ 0.01  | 12/31/2010                           |  | A                              | 2,000,000   | (5)  | 12/31/2015  | Common Stock | 2,000,000            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Wiernasz Justin Jeffrey<br>8142 VALIANT DRIVE<br>NAPLES, FL 34104 |               |           | President |       |

## Signatures

/s/ Justin Wiernasz  
 05/25/2011  
 \*\*Signature of Reporting Person  
 Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Common Stock shares committed to be issued, not issued as of March 31, 2011.
- (2) This option vested on March 31, 2010.
- (3) This option vested on June 30, 2010.
- (4) This option vested on September 30, 2010.
- (5) This option vested on December 31, 2010.
- (6) Issued pursuant to compensation agreements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.