INNOVATIVE FOOD HOLDINGS INC Form SC 13D/A

January 31, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 3)1

Innovative Food Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

45772H202

(CUSIP Number)

JAMES C. PAPPAS

JCP INVESTMENT MANAGEMENT, LLC

1177 West Loop South, Suite 1320

Houston, TX 77027

(713) 333-5540

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

January 29, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 45772H202

1	NAME OF REPORTING
	PERSON

JCP Investment Partnership,

LP

CHECK THE

APPROPRIATE 2

BOX IF A MEMBER (a)

OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, OO CHECK BOX IF DISCLOSURE OF

LEGAL

5 PROCEEDINGS IS

> **REQUIRED PURSUANT TO** ITEM 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF 6 **ORGANIZATION**

TEXAS

SOLE VOTING NUMBER OF 7 **POWER SHARES**

BENEFICIALLY

OWNED BY

2,382,260

SHARED VOTING

POWER

EACH

REPORTING - 0 -

8

SOLE

9 **DISPOSITIVE** PERSON WITH

POWER

2,382,260

SHARED

10 **DISPOSITIVE**

POWER

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	2,382,260 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	7.1% TYPE OF REPORTING PERSON
	PN

CUSIP NO. 45772H202

1	NAME OF R PERSON	EPORTING
2	JCP Invest CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER ^(a)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	AF CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHI ORGANIZA	IP OR PLACE OF TION
NUMBER OF SHARES	TEXAS	SOLE VOTING POWER
BENEFICIALLY	7	2,382,260
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,382,260 SHARED DISPOSITIVE

- 0 -

POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,382,260 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.1% TYPE OF REPORTING PERSON

PN

3

12

CUSIP NO. 45772H202

1

	LLC	tment Holdings,
	CHECK TH	
2	APPROPRIA	ATE (a)
_	BOX IF A M	IEMBER (")
	OF A GROU	
		(b)
3	SECTISE O	NII V
3	SEC USE O	NL I
4	SOURCE O	F FUNDS
•		1 1 01 (2 0
	AF	
	CHECK BO	X IF
	DISCLOSU	RE OF
	LEGAL	
5	PROCEEDII	NGS IS
	REQUIRED	
	PURSUANT	TO
	ITEM 2(d) C	OR 2(e)
6		IP OR PLACE OF
	ORGANIZA	TION
	TEXAS	
MIN (DED OF		SOLE VOTING
NUMBER OF	7	POWER
SHARES		
BENEFICIALLY	7	2,382,260
		SHARED
OWNED BY	8	VOTING
		POWER
EACH		
REPORTING		- 0 -
		SOLE
PERSON WITH	9	DISPOSITIVE
		POWER
		2 222 260
		2,382,260 SHARED
	10	DISPOSITIVE
	10	POWER
		,,

NAME OF REPORTING

PERSON

	- 0 -
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	2,382,260
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	7.1%
	TYPE OF REPORTING
14	PERSON
	LIGON
	OO

CUSIP NO. 45772H202

1

	JCP Inves	tment	
	Managem	ent, LLC	
	CHECK THI	Ξ	
2	APPROPRIA	ATE (a)	
2	BOX IF A M	EMBER (a)	
	OF A GROU	P	
		(b)	
3	SEC USE Of	NLY	
4	SOURCE OF	FLINDS	
т	SOURCE OF	TONDS	
	AF, OO		
	CHECK BOX	X IF	
	DISCLOSUI	RE OF	
	LEGAL		
5	PROCEEDIN	NGS IS	
	REQUIRED		
	PURSUANT	TO	
	ITEM 2(d) O	R 2(e)	
6		IP OR PLACE OF	
O	ORGANIZA	TION	
	TEXAG		
	TEXAS	SOLE VOTING	
NUMBER OF	7	SOLE VOTING POWER	
SHARES		FOWER	
BENEFICIALLY	7	2,415,245	
DEI LEI ICH IEE I	-	SHARED	
OWNED BY	8	VOTING	
OWNEDDI	O	POWER	
EACH		TOWER	
REPORTING		- 0 -	
TEL OTTITUE		SOLE	
PERSON WITH	9	DISPOSITIVE	
12RSOIT WIIII		POWER	
		- · ·	
		2,415,245	
		SHARED	
	10	DISPOSITIVE	
		POWER	

NAME OF REPORTING

PERSON

	- 0 -
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	2,415,245
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	7.2%
14	TYPE OF REPORTING
17	PERSON
	()()

CUSIP NO. 45772H202

1	PERSON	REPORTING
2	James C CHECK TH APPROPR BOX IF A OF A GRO	HE IATE MEMBER ^(a)
3	SEC USE (ONLY
4	SOURCE (OF FUNDS
5	AF CHECK BO DISCLOSU LEGAL PROCEED REQUIRED PURSUAN ITEM 2(d)	JRE OF INGS IS D IT TO
6	CITIZENS: ORGANIZ	HIP OR PLACE OF ATION
NUMBER OF SHARES BENEFICIALLY	USA 7	SOLE VOTING POWER 2,415,245
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,415,245 SHARED DISPOSITIVE POWER

NAME OF REPORTING

- 0 -

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,415,245
CHECK BOX IF
THE AGGREGATE

AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES