

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Gramm Jefferson</u> <hr/> (Last) (First) (Middle) C/O BANDERA PARTNERS LLC 50 BROAD STREET, SUITE 1820 <hr/> (Street) NEW YORK NY 10004 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>INNOVATIVE FOOD HOLDINGS INC [IVFH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| 3. Date of Earliest Transaction (Month/Day/Year) 07/17/2024 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.0001 per share | 07/17/2024 | | P | | 850,000 ⁽²⁾ | A | \$1.2 | 4,335,000 | I ⁽¹⁾ | By Bandera Master Fund L.P. ⁽¹⁾ |
| Common Stock, par value \$0.0001 per share | 07/17/2024 | | P | | 258,349 ⁽²⁾ | A | \$1.2 | 4,593,349 | I ⁽¹⁾ | By Bandera Master Fund L.P. ⁽¹⁾ |

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

| 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. Securities beneficially owned by Bandera Master Fund L.P. ("Bandera Master Fund"). Mr. Gramm, by virtue of his position as a Managing Member of Bandera Partners LLC, the investment manager of Bandera Master Fund, may be deemed to beneficially own the securities beneficially owned by Bandera Master Fund. Mr. Gramm disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that Mr. Gramm is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

2. On July 17, 2024, Bandera Master Fund entered into separate securities purchase agreements with each of Sam Klepfish and Robert William (Bill) Bennett pursuant to which Bandera Master Fund agreed to purchase certain securities of the Issuer held directly by each of such persons. These transactions are expected to close in the near future.

/s/ Jefferson Gramm 07/19/2024

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.