

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 6, 2006 (**October 2, 2006**)

**Innovative Food holdings, Inc.**  
(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**0-9376**  
(Commission  
File Number)

**20-1167761**  
(IRS Employer  
Identification No.)

**1923 Trade Center Way, Naples, Florida**  
(Address of principal executive offices)

**34109**  
(Zip Code)

Registrant's telephone number, including area code: (239) 596-0204

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 (see General Instruction A.2. below):

- 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 4.02. Non-Reliance on Previously Reported Issued Financial Statements or a Related Audit Report or Completed Interim Review

On September 19, 2006, Mr. Sam Klepfish, our Interim President, in a review of our financial statements, observed that our financial statements did not contain an accrual for non-registration penalties arising under the subscription agreements for our February and August 2005 financings. Mr. Klepfish discussed his concerns with our board of directors and then raised the issue with our independent auditors. Our independent auditors recommended that we present the issue to our outside accounting consulting firm and seek their comment on the matter. On September 12, 2006, we retained the accounting consulting firm IncFin, LLC to analyze our financial statements and assist us in the preparation of our financial statements, including specifically, but without limitation, any required changes to our financial statements arising from a comment letter from the Securities and Exchange Commission dated January 19, 2006 commenting on a registration statement on Form SB-2 that we filed on December 21, 2005. On October 2, 2006, we were advised by our accounting consultants that they believe there are material errors contained in our financial statements for the fiscal years ended December 31, 2004 and 2005 and for the interim periods ended March 31, 2005 and 2006, June 30, 2005 and 2006 and September 30, 2005. Our accounting consultants also advised us that they had discussed their conclusions with our independent auditors and that our independent auditors were in agreement with their conclusions. On October 3 and October 5, 2006, Mr. Klepfish contacted each of our directors to discuss the results of the investigation of our outside accountants. As of the date hereof, our outside accounting consultants have made a preliminary determination that there are at least three areas in which our financial statements require revision: one, with respect to the accrued penalties identified above; two, with respect to the below market conversion feature on convertible debt instruments issued in 2004; and three, the valuation of common stock issued at below market prices. It is also possible that additional errors may be found when the accounting consultants complete their analysis. Our outside accounting consultants have advised us that at this time they cannot quantify the changes to our financial statements that will be necessary to properly restate them. Due to the need to address all of the above, it is unlikely that we will be able to file timely our Quarterly Report on Form 10-QSB for the quarter ended September 30, 2006.

#### SIGNATURES

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.

INNOVATIVE FOOD HOLDINGS, INC.

Dated: October 6, 2006

By: /s/ Carol Houston  
Carol Houston, Principal Financial Officer

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Naples, Florida - October 6, 2006 - Innovative Food Holdings, Inc. (PK: IVFH) announced today that it has filed a Current Report on Form 8-K with respect to the reliability of its financial statements for all periods since December 31, 2004. Accounting errors were identified, some of them pursuant to an ongoing analysis of the Company's financial statements initiated by the Company's Interim President, primarily related to the accounting for discounts and penalties related to convertible notes previously issued by the Company and for shares issued at below market prices in 2004 and during the first quarter of 2005. Specifically, an outside accounting consulting firm retained by the Company has determined, and the Company's independent auditors have agreed, that the Company did not properly account for accrued penalties associated with the untimely registration of shares underlying certain outstanding convertible notes, that the Company did not properly account for beneficial conversion features associated with the notes and that certain issuances of stock at below market prices were not properly accounted for. While the Company cannot currently quantify the amount of the restatement in question, it currently appears most likely that the necessary changes to the Company's financial statements will increase the Company's liabilities and non-cash expenses from the amounts previously reported.

Sam Klepfish, Interim President noted "We are committed to growing Food Innovation's core business. Recently, we initiated an ongoing analysis of our operations and our financial statements geared towards improving all aspects of the Company's operations and we determined that certain adjustments needed to be made. The adjustments are related to the correct application of GAAP rules relating to certain non cash expenses and liabilities for stock issuances and debt issuances which took place in 2004 and 2005 and are expected to have no significant effect on the Company's ongoing operations,. In addition, upon completion of any required adjustments and the filing of the Company's Annual Report on Form 10-KSB for the 2006 fiscal year, we intend to reapply to the NASD to have the Company's common stock quoted on the OTC:BB. We believe strongly in our core business and its growth potential and we are committed to building value for our shareholders. In addition, management, which is directly aligned with shareholders, has not sold any shares in the Company over the last two years and currently has no intention of doing so in the near future."

Innovative Food Holdings, Inc. through its wholly owned subsidiary, Food Innovations, Inc., provides just-in-time fine food products and food solutions to restaurants, hotels and other food industry establishments. Uniquely enabled by its business model, Food Innovations supplies discerning chefs with the food products they need, when they need them. Not Before. Not Later. Just-in-time.

For information about the Company and its subsidiary, please visit [www.foodinno.com](http://www.foodinno.com).

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This press release contains forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) that are based on current expectations, estimates and projections about IVFH's business based partly on assumptions made by its management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such statements due to numerous factors, including, but not limited to, those described above, adverse economic conditions, loss of a material contract, inability to attract prospective new customers or retain existing customers resulting in a declining revenue base, intense competition including entry of new competitors and services, adverse federal, state and local government regulation, unexpected costs and operating deficits, lower sales and revenues than forecast, default on leases or other indebtedness, loss of suppliers, price increases for capital, supplies and materials, inadequate capital and/or inability to raise financing, the risk of litigation and administrative proceedings involving the Company and its employees, higher than anticipated labor costs, the possible acquisition of new businesses that result in operating losses or that do not perform as anticipated, resulting in unanticipated losses, the possible fluctuation and volatility of the Company's operating results and financial condition, adverse publicity and news coverage, inability to carry out marketing and sales plans, loss of key executives, changes in interest rates, inflationary factors, and other specific risks that may be alluded to in this release or in reports filed by us with SEC. The forward-looking statements contained herein speak only as of the date on which they are made, and IVFH undertakes no obligation to update any of them to reflect events or circumstances after the date of this release.

*Contact:*

Innovative Food Holdings and Food Innovations  
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Source: Innovative Food Holdings, Inc.

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