

Edgar Filing: BRAVO FOODS INTERNATIONAL CORP - Form 8-K

BRAVO FOODS INTERNATIONAL CORP
Form 8-K
August 23, 2005

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): August 23, 2005

BRAVO! FOODS INTERNATIONAL CORP.

(Exact name of registrant as specified in its amended charter)

| | | |
|--|---|--|
| DELAWARE ----- (State or Other Jurisdiction of Incorporation) | 0-20539 ----- (Commission File Number) | 62-1681831 ----- (IRS Employer Identification Number) |
|--|---|--|

11300 US Highway 1, Suite 202, North Palm Beach, Florida 33408 USA

(Address of Principal Executive Offices with Zip Code)

Registrant's telephone number, including area code: (561) 625-1411

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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))

Section 8 - Other Events

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Item 8.01. Other Events.

On August 23, 2005, the Bravo ! Foods International Corp (the "Company") and Coca-Cola Enterprises Inc. ("CCE") agreed to modify the transaction contemplated by the Letter of Intent dated July 29, 2005, between the Company and CCE. The Letter of Intent had provided that CCE would acquire more than 50.01% of the Company's issued and outstanding common stock, on a fully diluted basis, together with the execution of a Master Distribution Agreement for the distribution of the Company's flavored milk products by CCE.

Pursuant to the contemplated transaction, as modified, the Company and CCE anticipate entering into a Master Distribution Agreement, of the same nature and scope as previously announced. In addition, upon entering into the MDA it is anticipated that the Company will issue warrants to CCE which, if exercised, will permit CCE to acquire approximately 10% of the authorized common stock of the Company as of the date of the issuance of the warrants. The exercise price of the warrants will be \$0.36 per share.

The Company expects the Master Distribution Agreement to be entered into by the Company and CCE by the end of this month.

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.

Bravo! Foods International Corp.

Date: August 23, 2005

By: /s/ Roy D. Toulan, Jr.

Roy D. Toulan, Jr.
Vice President, General Counsel