

BARFRESH FOOD GROUP INC.
Form 4
March 23, 2016

FORM 4

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

OMB APPROVAL

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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 *
Delle Coste Riccardo

2. Issuer Name and Ticker or Trading Symbol
BARFRESH FOOD GROUP INC.
[BRFH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

8530 WILSHIRE BLVD, SUITE 450

08/07/2014

Chief Executive Officer

(Street)

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

BEVERLY HILLS,, CA 90211

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| common stock | 02/28/2016 | | C | | 64,095 | A | (4) | 19,641,214 | I | See Footnote (2) |
| common stock | 02/03/2016 | | C | | 210,455 | A | (5) | 19,085,754 | I | See Footnote (2) |
| common stock | 08/07/2014 | | A | | 400,000 | A | \$ 0.5 | 19,366,664 | I | See Footnote (2) |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options | \$ 0.45 | 01/21/2015 | | A | | 300,000 | | 01/21/2015 | 01/21/2018 | common stock | 300,000 |
| Warrant | \$ 0.485 | 12/20/2014 | | P | | 115,980 | | 12/20/2014 | 12/20/2017 | common stock | 115,980 |
| Warrant | \$ 1 | 11/30/2015 | | P | | 25,000 | | 11/30/2015 | 11/30/2020 | common stock | 25,000 |
| Warrant | \$ 1 | 02/28/2016 | | C | | 32,048 | | 02/28/2016 | 02/28/2021 | common stock | 32,048 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Delle Coste Riccardo 8530 WILSHIRE BLVD, SUITE 450 BEVERLY HILLS,, CA 90211 | X | X | Chief Executive Officer | |

Signatures

/s/ Riccardo Delle Coste
03/23/2016

**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).

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- (1) Warrants purchased as part of a unit which included debt for aggregate purchase price of \$50,000.
- (2) Held by R.D. Capital Holdings PTY Ltd. of which the Reporting Person is the Managing Director and has voting and dispositive power.
- (3) Warrants issued in consideration of an extension of the maturity date of a promissory note which was scheduled to mature on December 20, 2014 and was extended to June 20, 2015.
- (4) Principal and interest under outstanding note converted into common stock at a price of \$0.80 per share plus 50% warrant coverage.
- (5) Principal and interest under outstanding note converted into common stock at a price of \$0.25 per share plus 50% warrant coverage.

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

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