

BARFRESH FOOD GROUP INC.

Form 4

March 23, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 Riccardo2. 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)
8530 WILSHIRE BLVD, SUITE 4503. Date of Earliest Transaction
(Month/Day/Year)
08/07/2014☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

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	<u>(4)</u>	19,641,214	I	See Footnote <u>(2)</u>
common stock	02/03/2016		C		210,455	A	<u>(5)</u>	19,085,754	I	See Footnote <u>(2)</u>
common stock	08/07/2014		A		400,000	A	\$ 0.5	19,366,664	I	See Footnote <u>(2)</u>

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 o Number o 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.