

FRESH BRANDS INC  
Form 15-12G  
February 28, 2006

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 000-32825

**FRESH BRANDS, INC.**

(Exact name of registrant as specified in its charter)

2215 Union Avenue, Sheboygan, Wisconsin 53081

Telephone: (920) 457-4433

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, Par Value \$0.05 Per Share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, Fresh Brands, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

FRESH BRANDS, INC.

Date: February 28, 2006

By: /s/ John H. Dahly  
Name: John H. Dahly  
Title: Chief Financial Officer