

BARFRESH FOOD GROUP INC.
Form SC 13D/A
May 25, 2016

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 4)1

Barfresh Food Group Inc.

(Name of Issuer)

Common Stock, par value \$0.000001 per share
(Title of Class of Securities)

067532101
(CUSIP Number)

KENNETH NADEL
WOLVERINE ASSET MANAGEMENT, LLC
175 W. JACKSON BLVD., SUITE 340
CHICAGO, ILLINOIS 60604
(312) 884-4400

ANDREW FREEDMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

May 20, 2016
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 067532101

1 NAME OF REPORTING PERSON

WOLVERINE ASSET MANAGEMENT, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	6,503,528* SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		6,503,528*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,503,528*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.8%

14 TYPE OF REPORTING PERSON

IA

* Including 2,000,000 shares issuable upon the exercise of certain Warrants.

CUSIP NO. 067532101

1 NAME OF REPORTING PERSON

WOLVERINE HOLDINGS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
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6,503,528*

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6.8%

14 TYPE OF REPORTING PERSON

HC

* Including 2,000,000 shares issuable upon the exercise of certain Warrants.

CUSIP NO. 067532101

1 NAME OF REPORTING PERSON

WOLVERINE TRADING PARTNERS, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
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		- 0 -
	10	SHARED DISPOSITIVE POWER
		6,503,528*

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6.8%

14 TYPE OF REPORTING PERSON

CO/HC

* Including 2,000,000 shares issuable upon the exercise of certain Warrants.

CUSIP NO. 067532101

1 NAME OF REPORTING PERSON

CHRISTOPHER L. GUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
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	10	- 0 - SHARED DISPOSITIVE POWER
		6,503,528*

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EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.8%

14 TYPE OF REPORTING PERSON

IN/HC

* Including 2,000,000 shares issuable upon the exercise of certain Warrants.

CUSIP NO. 067532101

1 NAME OF REPORTING PERSON

ROBERT R. BELLICK

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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6.8%

14 TYPE OF REPORTING PERSON

IN/HC

* Including 2,000,000 shares issuable upon the exercise of certain Warrants.

CUSIP NO. 067532101

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (“Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 as set forth in Amendment No. 3 to the Schedule 13D is hereby amended to replace the last two paragraphs as follows:

As previously disclosed in Amendment No. 3 to the Schedule 13D, the Reporting Persons expressed a desire to the Issuer to have an employee of WAM be appointed to the Issuer’s Board of Directors (the “Board”) and/or have the Board take the steps required to be composed of a majority of independent directors. The Reporting Persons have engaged in constructive discussions with the Issuer regarding the addition of director candidates to the Board. The Issuer has communicated to the Reporting Persons that it is open to recommendations of director candidates from WAM as well as other major shareholders. The Issuer has informed the Reporting Persons that it plans to appoint a director with requisite capital markets expertise within 45 days and that it is in the process of interviewing several candidates for this appointment, including a candidate recommended by WAM in lieu of an employee of WAM. In addition, the Issuer has indicated that it will seek to add a second director who has relevant audit experience (such as a CFO, CPA or someone similar). WAM has submitted the names of several CPA/Audit candidates at the Issuer’s request. These appointments, if made, would certainly alleviate some of the concerns expressed by the Reporting Persons, and therefore, for the time being, the Reporting Persons are deemphasizing their desire to have an employee of WAM join the Board, but instead are working with the Issuer to find suitable candidates for the above two appointments.

In light of these developments and the Reporting Persons’ expectation that two director candidates will be appointed to the Board that meet the Reporting Persons’ approval, the Reporting Persons have determined not to nominate an alternate slate of director candidates for election to the Board at the 2016 Annual Meeting of the Issuer.

Although the Issuer has expressed its desire to have an independent Board as soon as possible, it has not committed to such an outcome by the time of its 2016 Annual Meeting. Given that lack of commitment and the overall delay by the Issuer in commencing the process of reconstituting its Board, the Reporting Persons reserve the right to take any actions that they deem appropriate or required in furtherance of seeking shareholder representation on the Board, engaging in discussions with other stockholders of the Issuer regarding the composition of the Board and continuing to engage in discussions with management and the Board with the ultimate goal of having a majority independent Board.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer’s financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board of the Issuer, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons’ investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition and suggestions in regard to enhancing the composition of the Board) or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, entering into financial instruments or other agreements that increase or decrease the Reporting Persons’ economic or beneficial exposure with respect to their investment in the Issuer, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative

instruments, or changing their intention with respect to any and all matters referred to in Item 4.

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CUSIP NO. 067532101

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 24, 2016

WOLVERINE ASSET
MANAGEMENT, LLC

By: /s/ Christopher L.
Gust
Name: Christopher
L. Gust
Title: Authorized
Signatory

WOLVERINE
HOLDINGS, L.P.

By: /s/ Christopher L.
Gust
Name: Christopher
L. Gust
Title: Managing
Director

WOLVERINE
TRADING PARTNERS,
INC.

By: /s/ Christopher L.
Gust
Name: Christopher
L. Gust
Title: Authorized
Signatory

By: /s/ Christopher L.
Gust
Name:

Christopher
L. Gust

By: /s/ Robert R.
Bellick
Name: Robert R.
Bellick

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