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ASCENDIA BRANDS, INC. Form 4									
July 08, 2008						OMB A	PPROVAL		
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287			
Section 16. Form 4 or Form 5 Filed purs	ENT OF CHAN suant to Section 1 a) of the Public U 30(h) of the In	NGES IN SECUF 16(a) of th Itility Hol	Estimated burden hou response	Estimated average burden hours per response 0.5					
(Print or Type Responses)									
1. Name and Address of Reporting F CAULK ROBERT L	Symbol	er Name and NDIA BR 9.PK]		C C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (M C/O ASCENDIA BRANDS, INC., 100 AMERICAN MET BLVD., SUITE 108	(Month/) 07/03/2	of Earliest T Day/Year) 2008	ransaction		Director 10% Owner Officer (give title X Other (specify below) below) below) Former Director (1)				
(Street)		endment, Da onth/Day/Yea	-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
HAMILTON, NJ 08619 (City) (State) ((Zip)				Person				
					cquired, Disposed o		-		
(Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a separate line	for each class of sec	Code V urities benef		(D) Price	or indirectly.				

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

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

		U	U									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. 5. TransactionNumber Code of (Instr. 8) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		vative rities ired or osed) :. 3,	(Month/Day/Year) ve es d d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

CAULK ROBERT L C/O ASCENDIA BRANDS, INC. 100 AMERICAN METRO BLVD., SUITE 108 HAMILTON, NJ 08619

Signatures

/s/ Robert L. Caulk

07/08/2008

<u>**</u>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).

Director

Remarks:

(1) Robert L. Caulk resigned as a director on July 3, 2008.

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.

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Relationships

Officer Other

10% Owner

Former Director (1)