

COFFEE HOLDING CO INC
Form 8-K
March 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 23, 2018

COFFEE HOLDING CO., INC.
(Exact name of registrant as specified in its charter)

Nevada **001-32491** **11-2238111**
(State or other jurisdiction of incorporation) *(Commission File Number)* *(IRS Employer Identification No.)*

3475 Victory Boulevard, Staten Island, New York 10314
(Address of principal executive offices) *(Zip Code)*

Registrant's telephone number, including area code: **(718) 832-0800**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

Amendment to Loan Agreement

On March 23, 2018, Coffee Holding Co., Inc. (the “Company”) and its wholly owned subsidiary Organic Products Trading Company LLC (“OPTCO,” and together with the Company “the Borrowers”) entered into a Loan Modification Agreement and Waiver (the “Amendment”) with Sterling National Bank (“Lender”), which amended that certain Amended and Restated Loan and Security Agreement (the “Loan Agreement”), dated April 25, 2017, by and among Borrowers and Lender. The Amendment modifies the Loan Agreement to, among other things: (i) provide for a new loan maturity date of March 31, 2020 (ii) increase the maximum principal amount limit available to \$14,000,000; and (iii) reduce the interest rate per annum to the sum of the LIBOR rate plus 2.0%.

Other than as modified above, the terms of the Loan Agreement and the Guaranty Agreement, dated April 25, 2017 related thereto, remain in full force and effect.

The foregoing summary of the terms of the Amendment is not intended to be complete and is qualified in its entirety by the terms of the Amendment, a copy of which is attached hereto as Exhibit 10.1.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As of March 23, 2018, the Amendment constitutes a direct financial obligation of the Company, the material terms of which are described above under Item 1.01 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are furnished with this report:

Exhibit No.	Description
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- 10.1 Loan Modification Agreement and Waiver, dated March 23, 2018, by and by and among Coffee Holding Co., Inc., Organic Products Trading Company LLC and Sterling National Bank.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COFFEE HOLDING CO., INC.

Dated: March 27, 2018 By: */s/ Andrew Gordon*
Name: Andrew Gordon
Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
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