

CALAVO GROWERS INC  
Form 8-K  
June 29, 2010

**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): June 23, 2010  
CALAVO GROWERS, INC.  
(Exact Name of Registrant as Specified in Charter)**

**California**

**000-33385**

**33-0945304**

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**1141-A Cummings Road, Santa Paula, California 93060**

(Address of Principal Executive Offices) (Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Registrant's telephone number, including area code: **(805) 525-1245**

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:

- 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Fred J. Ferrazzano has resigned as a member of our board of directors due to health concerns. Mr. Ferrazzano's resignation was effective on June 23, 2010.

Concurrently with such resignation, the board of directors of Calavo Growers, Inc. appointed Marc L. Brown to fill the board position vacated by Mr. Ferrazzano. Mr. Brown is currently a shareholder and member of the law firm TroyGould PC and represents Calavo Growers, Inc. as legal counsel. Mr. Brown has not been appointed to any committees of the board of directors. During the fiscal year October 31, 2009, Calavo Growers, Inc. paid fees aggregating approximately \$157,000 to TroyGould PC.

**SIGNATURE**

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.

Calavo Growers, Inc.

June 29, 2010

By: /s/ Lecil E. Cole  
Lecil E. Cole  
Chairman of the Board of Directors,  
Chief Executive Officer and President  
(Principal Executive Officer)