GIGA TRONICS INC
Form 10-Q
February 08, 2013

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended December 29, 2012

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File No. 0-12719

GIGA-TRONICS INCORPORATED
(Exact name of registrant as specified in its charter)

California	94-2656341
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
4650 Norris Canyon Road, San Ramon, CA 94583	(925) 328-4650
(Address of principal executive offices)	Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:
Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).
Yes [ ] No [X]

There were a total of 5,029,747 shares of the Registrant's Common Stock outstanding as of February 8, 2013.

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Part I – Financial Information

Item 1 - Financial Statements

GIGA-TRONICS INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(In thousands except share data)	December 29, 2012	March 31, 2012
Assets		
Current assets:		
Cash and cash-equivalents	$ 2,421	$ 2,365
Trade accounts receivable, net of allowance of $53 and $96, respectively	1,776	1,270
Inventories, net	4,151	4,700
Prepaid expenses and other current assets	294	328
Total current assets	8,642	8,663
Property and equipment, net	667	611
Other assets	-	16
Total assets	$ 9,309	$ 9,290
Liabilities and shareholders' equity		
Current liabilities:		
Line of credit	$ 975	$ -
Accounts payable	805	613
Accrued commission	88	129
Accrued payroll and benefits	776	739
Accrued warranty	137	210
Deferred revenue	1,263	7
Deferred rent	76	59
Capital lease obligations	64	20
Other current liabilities	312	318
Total current liabilities	4,496	2,095
Long term obligations - deferred rent	365	433
Long term obligations - capital lease	106	15
Total liabilities	4,967	2,543
Commitments		
Shareholders' equity:		
Preferred stock of no par value;		
Authorized - 1,000,000 shares		
Series A - designated 250,000 shares; 0 shares at December 29, 2012 and March 31, 2012 issued and outstanding		
Series B - designated 10,000 shares; 9,997 shares at December 29, 2012 and March 31, 2012 issued and outstanding; liquidation preference of $2,309)	1,997	1,997
Common stock of no par value;		
Authorized - 40,000,000 shares; 5,029,747 shares at December 29, 2012 and March 31, 2012 issued and outstanding	15,053	14,822
Accumulated deficit	(12,708)	(10,072)
Total shareholders' equity	4,342	6,747
Total liabilities and shareholders' equity	$ 9,309	$ 9,290

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

GIGA-TRONICS INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(In thousands except per share data)	Three Month Periods Ended December 29, 2012	Three Month Periods Ended December 31, 2011	Nine Month Periods Ended December 29, 2012	Nine Month Periods Ended December 31, 2011
Net sales	$3,946	$2,799	$11,409	$10,382
Cost of sales	2,342	3,269	6,892	7,877
Gross margin	1,604	(470)	4,517	2,505
Operating expenses:				
Engineering	1,179	745	3,159	2,060
Selling, general and administrative	1,187	1,397	3,703	4,393
Restructuring	99	-	283	-
Total operating expenses	2,465	2,142	7,145	6,453
Operating loss	(861)	(2,612)	(2,628)	(3,948)
Interest expense, net	(4)	(1)	(6)	(2)
Loss before income taxes	(865)	(2,613)	(2,634)	(3,950)
Provision for income taxes	-	-	2	2
Net loss	$(865)	$(2,613)	$(2,636)	$(3,952)
Loss per share - basic	$(0.17)	$(0.52)	$(0.52)	$(0.79)
Loss per share - diluted	$(0.17)	$(0.52)	$(0.52)	$(0.79)
Weighted average shares used in per share calculation:				
Basic	5,029	5,024	5,029	5,008
Diluted	5,029	5,024	5,029	5,008

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

GIGA-TRONICS INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)	Nine Month Periods Ended December 29, 2012		Nine Month Periods Ended December 31, 2011	
Cash flows from operating activities:				
Net loss	$	(2,636)	$	(3,952)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation and amortization		157		94
Share based compensation		231		215
Change in deferred rent		(51)		55
Change in other assets		16		-
Changes in operating assets and liabilities		1,442		3,860
Net cash (used in) provided by operating activities		(841)		272
Cash flows from investing activities:				
Purchases of property and equipment		(43)		(161)
Net cash used in investing activities		(43)		(161)
Cash flows from financing activities:				
Proceeds from exercise of stock options		-		41
Proceeds from issuance of preferred stock		-		1,997
Proceeds from line of credit		975		-
Payments on capital leases		(35)		(81)
Net cash provided by financing activities		940		1,957
Net increase in cash and cash-equivalents		56		2,068
Beginning cash and cash-equivalents		2,365		1,408
Ending cash and cash-equivalents	$	2,421	$	3,476
Supplementary disclosure of cash flow information:				
Cash paid for income taxes	$	2	$	2
Cash paid for interest		6		2
Supplementary disclosure of noncash financing activities:				
Equipment acquired under capital lease	$	170	$	31

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

GIGA-TRONICS INCORPORATED

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

The condensed consolidated financial statements included herein have been prepared by Giga-tronics Incorporated (the “Company”), pursuant to the rules and regulations of the Securities and Exchange Commission. The consolidated results of operations for the interim periods shown in this report are not necessarily indicative of results to be expected for the fiscal year. In the opinion of management, the information contained herein reflects all adjustments (consisting of normal recurring entries) necessary to make the consolidated results of operations for the interim periods a fair statement of such operations. For further information, refer to the consolidated financial statements and footnotes thereto, included in the Annual Report on Form 10-K, filed with the Securities and Exchange Commission for the year ended March 31, 2012.

Fiscal Year The Company’s financial reporting year consists of either a 52 week or 53 week period ending on the last Saturday of the month of March. Fiscal year 2013, ending on March 30, 2013 is a 52 week year, while fiscal year 2012, which ended on March 31, 2012, was a 53 week year. Quarterly periods within each such fiscal year are in most cases 13 weeks as opposed to three calendar months. All references to three month period, nine month period and years in the consolidated financial statements relate to fiscal periods or years rather than three month calendar quarters, nine calendar months or calendar years.

Certain prior period amounts have been reclassified to conform with the current period’s presentation.

(2) Revenue Recognition

The Company records revenue when there is persuasive evidence of an arrangement, delivery has occurred, the price is fixed and determinable, and collectability is reasonably assured. This occurs when products are shipped or the customer accepts title transfer. If the arrangement involves acceptance terms, the Company defers revenue until product acceptance is received. On certain large development contracts, revenue is recognized upon achievement of substantive milestones. Determining whether a milestone is substantive is a matter of judgment and that assessment is performed only at the inception of the arrangement. The consideration earned from the achievement of a milestone must meet all of the following for the milestone to be considered substantive:

a. It is commensurate with either of the following:
   1. The Company’s performance to achieve the milestone.
   2. The enhancement of the value of the delivered item or items as a result of a specific outcome resulting from the Company’s performance to achieve the milestone.
b. It relates solely to past performance.
c. It is reasonable relative to all of the deliverables and payment terms (including other potential milestone consideration) within the arrangement.

Milestones for revenue recognition are agreed upon with the customer prior to the start of the contract and some milestones will be tied to product shipping while others will be tied to design review.

The Company provides for estimated costs that may be incurred for product warranties at the time of shipment. The Company’s warranty policy generally provides one to three years depending on the product. The estimated cost of warranty coverage is based on the Company’s actual historical experience with its current products or similar products. For new products, the required reserve is based on historical experience of similar products until such time as sufficient historical data has been collected on the new product. Adjustments are made as new information becomes available.

(3) Inventories

Inventories consisted of the following:

(In thousands)	December 29, 2012	March 31, 2012
Raw materials	$2,018	$2,313
Work-in-progress	1,745	1,651
Finished goods	65	241
Demonstration inventory	323	495
Total	$4,151	$4,700

(4) Loss Per Common Share

Basic loss per common share (EPS) is calculated by dividing net income or loss by the weighted average common shares outstanding during the period. Diluted EPS reflects the net incremental shares that would be issued if unvested restricted shares became vested and dilutive outstanding stock options were exercised using the treasury stock method. In the case of a net loss, it is assumed that no incremental shares would be issued because they would be antidilutive. The shares used in per share computations are as follows:

(In thousands except per share data)	Three Month Periods Ended December 29, 2012	Three Month Periods Ended December 31, 2011	Nine Month Periods Ended December 29, 2012	Nine Month Periods Ended December 31, 2011
Net loss	$ (865)	$ (2,613)	$ (2,636)	$ (3,952)
Weighted average:				
Common shares outstanding	5,029	5,024	5,029	5,008
Potential common shares	-	-	-	-
Common shares assuming dilution	5,029	5,024	5,029	5,008
Net loss per share basic	$ (0.17)	$ (0.52)	$ (0.52)	$ (0.79)
Net loss per share diluted	$ (0.17)	$ (0.52)	$ (0.52)	$ (0.79)
Stock options not included in computation that could potentially dilute EPS in the future	1,467	1,172	1,467	1,172
Restricted stock awards not included in computation that could potentially dilute EPS in the future	50	90	50	90
Convertible preferred stock not included in computation that could potentially dilute EPS in the future	1,000	1,000	1,000	1,000
Warrants not included in computation that could potentially dilute EPS in the future	849	-	849	-

The number of stock options, restricted stock awards, convertible preferred stock, and warrants not included in the computation of diluted EPS for the three and nine month periods ended December 29, 2012 and December 31, 2011 is a result of the Company’s net loss and, therefore, these securities are antidilutive. The weighted average exercise price of excluded options was $1.61 for the three and nine month periods ended December 29, 2012. The weighted average exercise price of excluded options was $1.80 for the three and nine month periods ended December 31, 2011.

(5) Share Based Compensation

The Company has established the 2005 Equity Incentive Plan, (the “2005 Plan”), which currently provides for the granting of options or awards for up to 1,750,000 shares of Common Stock. The Company records compensation cost associated with share-based compensation equivalent to the estimated fair value of the awards over the requisite service period. No options were granted in the third quarter of fiscal 2013. Options for 411,000 shares were granted in the nine month period ended December 29, 2012 with a weighted average grant date fair value of $0.88. There were options for 441,500 shares granted during the third quarter of fiscal 2012 and options for 506,500 shares granted in the nine month period ended December 31, 2011 with weighted average grant date fair values of $1.35 and $1.35, respectively.

Included in the options granted during the nine month period ended December 29, 2012 are performance-based options for 100,000 shares granted as an inducement to a new employee outside the 2005 Plan. A portion of the options will vest following the filing of the Company’s Form 10-K for fiscal 2014 provided certain sales order goals are achieved by the Company. No compensation cost was recognized for these stock options during the three or nine month periods ended December 29, 2012 because management believes it is more than likely that the performance criteria will not be met.

No restricted stock awards were granted in the third quarter of fiscal 2013 or during the nine month period ended December 31, 2011. The Company granted 50,000 shares of restricted stock outside the 2005 Plan in the second quarter of fiscal 2013. The weighted average grant date fair value was $1.18. The restricted stock awards are considered fixed awards as the number of shares and fair value are known at the grant date and the fair value at the grant date is amortized over the requisite service period net of estimated forfeitures. The restricted stock awards are performance-based and a portion of the shares will vest and become free of any restrictions following the filing of the Company’s Form 10-K for fiscal 2014 provided certain sales order goals are achieved by the Company. Compensation cost of $7,000 and $15,000 was recognized for restricted stock awards during the three and nine month periods ended December 29, 2012, respectively. No compensation cost was recognized for restricted stock awards during the nine month period ended December 31, 2011 because management believed it was more than likely that the performance criteria will not be met for the then non-vested restricted stock awards.

A summary of the changes in all restricted stock awards for the nine month period ended December 29, 2012 and the years ended March 26, 2011 and March 31, 2012 is as follows:

	Shares	Weighted Average Fair Value
Outstanding at March 27, 2010	-	$-
Granted	90,000	2.34
Cancelled	-	-
Outstanding at March 26, 2011	90,000	$2.34
Granted	-	-
Cancelled	30,000	2.22
Outstanding at March 31, 2012	60,000	$2.40
Granted	50,000	1.18
Cancelled	60,000	2.40
Outstanding at December 29, 2012	50,000	$1.18
Vested at December 29, 2012	-	$-

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In calculating compensation related to stock option grants, the fair value of each stock option is estimated on the date of grant using the Black-Scholes-Merton option-pricing model and the following weighted average assumptions:

	Three Month Periods Ended		Nine Month Periods Ended	
	December 29, 2012	December 31, 2011	December 29, 2012	December 31, 2011
Dividend yield	N/A	None	None	None
Expected volatility	N/A	91.84 %	87.73 %	91.97 %
Risk-free interest rate	N/A	0.91 %	0.53 %	0.99 %
Expected term (years)	N/A	8.36	6.19	8.29

The computation of expected volatility used in the Black-Scholes-Merton option-pricing model is based on the historical volatility of the Company's share price. The expected term is estimated based on a review of historical employee exercise behavior with respect to option grants. The risk-free interest rate is based on the U.S. Treasury rates with maturity similar to the expected term of the option on the date of grant.

A summary of the changes in all stock options outstanding for the nine month period ended December 29, 2012 and the year ended March 31, 2012 is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Terms (Years)	Aggregate Intrinsic Value
Outstanding at March 26, 2011	885,014	$1.96	2.5	$459,708
Granted	744,000	1.58		
Exercised	35,590	1.36		
Forfeited / Expired	372,112	1.96		
Outstanding at March 31, 2012	1,221,312	$1.74	6.7	$3,041
Granted	411,000	1.22		
Exercised	-	-		
Forfeited / Expired	165,062	1.60		
Outstanding at December 29, 2012	1,467,250	$1.61	6.8	$61,370
Exercisable at December 29, 2012	373,175	$1.97	3.6	$-
At December 29, 2012, expected to vest in the future	779,081	$1.49	7.9	$43,701

As of December 29, 2012, there was $717,000 of total unrecognized compensation cost related to non-vested options and restricted stock granted under the 2005 Plan and outside of the 2005 Plan. That cost is expected to be recognized over a weighted average period of 1.97 years and will be adjusted for subsequent changes in estimated forfeitures. There were 84,050 options that vested during the quarter ended December 29, 2012. There were 22,000 options that vested during the quarter ended December 31, 2011. The total fair value of options vested during the quarters ended December 29, 2012 and December 31, 2011 was $114,000 and $31,000, respectively. There were 165,925 options that vested during the nine month period ended December 29, 2012. There were 134,500 options that vested during the nine month period ended December 31, 2011. The total fair value of options vested during the nine month periods ended December 29, 2012 and December 31, 2011 was $225,000 and $170,000, respectively. No cash was received from the exercise of stock options for the three or nine month periods ended December 29, 2012. No cash was received from the exercise of stock options for the three month period ended December 31, 2011. Cash received from the exercise of stock options for the nine month period ended December 31, 2011 totaled $41,000 and related excess tax benefits or deficiencies were not significant. Share based compensation cost recognized in operating results for the three month periods ended December 29, 2012 and December 31, 2011 totaled $100,000 and $98,000, respectively. Share based compensation cost recognized in operating results for the nine month periods ended December 29, 2012 and December 31, 2011 totaled $231,000 and $215,000, respectively.

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(6) Industry Segment Information

The Company has two reportable segments: Giga-tronics Division and Microsource. Giga-tronics Division produces a broad line of test and measurement equipment used in the development, test and maintenance of wireless communications products and systems, flight navigational equipment, electronic defense systems and automatic testing systems and designs, manufactures, and markets a line of switching devices that link together many specific purpose instruments that comprise automatic test systems. Microsource develops and manufactures a broad line of YIG (Yttrium, Iron, Garnet) tuned oscillators, filters and microwave synthesizers, which are used in a wide variety of microwave instruments and devices.

The tables below present information for the three and nine month periods ended December 29, 2012 and December 31, 2011.

(In thousands)	At Dec. 29, 2012	Three Month Periods Ended December 29, 2012		At Dec. 31, 2011	Three Month Periods Ended December 31, 2011	
	Assets	Net Sales	Net Income (Loss)	Assets	Net Sales	Net Income (Loss)
Giga-tronics Division	$6,216	$2,250	$(944)	$8,622	$2,207	$(1,733)
Microsource	3,093	1,696	79	1,991	592	(880)
Total	$9,309	$3,946	$(865)	$10,613	$2,799	$(2,613)

(In thousands)	At Dec. 29, 2012	Nine Month Periods Ended December 29, 2012		At Dec. 31, 2011	Nine Month Periods Ended December 31, 2011	
	Assets	Net Sales	Net Income (Loss)	Assets	Net Sales	Net Income (Loss)
Giga-tronics Division	$6,216	$7,321	$(2,448)	$8,622	$8,218	$(1,994)
Microsource	3,093	4,088	(188)	1,991	2,164	(1,958)
Total	$9,309	$11,409	$(2,636)	$10,613	$10,382	$(3,952)

(7) Warranty Obligations

The following table provides a reconciliation of changes in the Company's warranty reserve. The Company provides no other product guarantees.

	Three Month Periods Ended		Nine Month Periods Ended	
(In thousands)	December 29, 2012	December 24, 2011	December 29, 2012	December 31, 2011
Balance at beginning of period	$156	$191	$210	$200
Provision, net	(4)	47	(9)	155
Warranty costs incurred	(15)	(71)	(64)	(188)
Balance at end of period	$137	$167	$137	$167

(8) Income Taxes

The Company accounts for income taxes using the asset and liability method as codified in Topic 740. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards.

The Company's tax expense for the three and nine month periods ending December 29, 2012 was $0 and $2,000, respectively. The effective tax rate for the nine month periods ending December 29, 2012 and December 31, 2011 was 0% due to a valuation allowance recorded against the net deferred tax asset balance.

As of December 29, 2012, the Company did not record any unrecognized tax benefits related to uncertain tax positions. The unrecognized tax benefit is netted against the non-current deferred tax asset on the Consolidated Balance Sheet. The Company has not recorded a liability for any penalties or interest related to the unrecognized tax benefits. The Company is currently undergoing an audit by the California Franchise Tax Board for the fiscal years ended March 27, 2010 and March 26, 2011 and does not expect the liability for unrecognized tax benefits to change materially within the next 12 months.

(9) Restructuring

The Company took steps to reduce current and future expenses by reducing staff and by combining the operations in Santa Rosa into the San Ramon facility. This physical move is underway and is expected to be complete by May of 2013, as the Company must vacate its Santa Rosa facility at that time. Certain employee retention agreements will extend through December 2013. Substantially all of the restructuring costs are for the Microsource reportable segment. As of December 29, 2012 the Company had accrued $314,000 within accounts payable related to these restructuring costs and no amounts have been paid through December 29, 2012.

A summary of the total restructuring costs, the amounts previously recognized, the amounts recognized for the nine month period ended December 29, 2012 and the amounts expected to be recognized between December 30, 2012 and December 28, 2013 are as follows:

Type of cost expected to be incurred:		Total Restructuring Cost		Recognized during the fiscal year ended Mar. 31, 2012		Recognized during the nine month period ended Dec. 29, 2012		Expected to be recognized between Dec. 30, 2012 and Dec. 28, 2013
(in thousands)								
Retention agreements for employees	$	506	$	31	$	275	$	200
Preparation of San Ramon facility		103				8		95
Training of San Ramon employees		34						34
Moving expenses		56						56
Clean-up of Santa Rosa facility		67						67
Total	$	766	$	31	$	283	$	452

(10) Line of Credit

On October 12, 2012, the Company entered into a Second Amended and Restated Loan and Security Agreement" (the "New Credit Facility") with Silicon Valley Bank (the "Bank"). The New Credit Facility replaced the Company's previous revolving line of credit with the Bank that had an expiration date of September 12, 2012, but was extended to October 15, 2012. The New Credit Facility, which expires on October 12, 2013, is secured by all assets of the Company and provides for a borrowing capacity equal to 80% of eligible accounts receivable on an aggregate basis, up to a maximum $2.0 million, provided the Company maintains borrowing base eligibility, that is, a minimum cash balance of $750,000. When the Company is not borrowing base eligible the Bank may limit credit extension to the 80% advance rate multiplied by the face amount of specific eligible accounts. The New Credit Facility contains a collateral handling fee of one-tenth of one percent (0.10%) on outstanding financed receivables for each calendar month based upon a 360 day year. When borrowing base eligible, the collateral handling fee is not applicable. Interest accrues on the average outstanding borrowings at a floating per annum rate equal to the greater of the Prime Rate plus two percent (2.00%) or six percent (6.00%). Any borrowings under the New Credit Facility may be repaid and such repaid amounts re-borrowed until the maturity date. Unless terminated by the Company or accelerated by the Bank in accordance with the terms of the agreement, the New Credit Facility will terminate on October 12, 2013, at which time all outstanding borrowings must be repaid by the Company. As of December 29, 2012, the Company's outstanding borrowings under the New Credit Facility were $975,000. There were no borrowings outstanding as of March 31, 2012.

(11) Subsequent Event

The Giga-tronics Board of Directors on January 24, 2013 announced the adoption of a Shareholders Rights Plan designed to assure that all Giga-tronics Shareholders would receive fair treatment in any takeover of the Company. The Plan provides for the distribution of one Right for each share of common stock outstanding on the record date of February 4, 2013.

The Rights Plan provides that in the event any person becomes the beneficial owner of 20% or more of the outstanding common shares (with specified exceptions for certain affiliated shareholders whose aggregate beneficial holdings now exceed 20%, provided their holdings do not increase materially), each Right (other than a Right held by the 20% Shareholder) will be exercisable, on and after the close of business on the tenth business day following such event, for the purchase of a number of Giga-tronics common shares (or equivalent securities) equal to the exercise price (initially $15.00) divided by 50% of the then current fair market value of the common stock. The Plan further provides that if, on or after the occurrence of such event, the Company is merged into any other corporation or 50% or more of the Company's assets or earning power are sold, each Right (other than a Right held by the 20% Shareholder) will be exercisable to purchase a similar number of securities of the acquiring corporation.

The Rights expire on February 4, 2018 (unless previously triggered), and are subject to redemption by the Board of Directors at $.001 per Right at any time prior to the first date upon which they become exercisable to purchase common shares.

A copy of the Rights Agreement has been filed with the Securities and Exchange Commission as an Exhibit to this Registration Statement on Form 8-A.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

The forward-looking statements included in this report including, without limitation, statements containing the words "believes", "anticipates", "estimates", "expects", "intends" and words of similar import, which reflect management's best judgment based on factors currently known, involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including but not limited to those listed in Giga-tronics' Annual Report on Form 10-K for the fiscal year ended March 31, 2012 Part I, under the heading "Certain Factors Which May Adversely Affect Future Operations or an Investment in Giga-tronics", and Part II, under the heading "Management's Discussion and Analysis of Financial Conditions and Results of Operations".

Overview

Giga-tronics produces instruments, subsystems and sophisticated microwave components that have broad applications in both defense electronics and wireless telecommunications. The Company consists of two operating and reporting segments: Giga-tronics Division and Microsource.

Our business is highly dependent on government spending in the defense electronics sector and wireless telecommunications markets. The Company experienced an increase in defense orders for the third quarter of fiscal 2013 versus the third quarter of fiscal 2012. Commercial orders have decreased slightly for the quarter ended December 29, 2012 as compared to the quarter ended December 31, 2011. The Company has seen an increase in defense orders for the first nine months of fiscal 2013 versus the same period last year.

The Company continues to monitor costs; including personnel, facilities and other expenses to more appropriately align costs with revenues.

Results of Operations

New orders received by segment are as follows:

NEW ORDERS

	Three Month Periods Ended		
(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
Giga-tronics Division	$1,935	$2,190	(12%)
Microsource	312	310	1%
Total	$2,247	$2,500	(10%)

	Nine Month Periods Ended		
(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
Giga-tronics Division	$6,217	$8,405	(26%)
Microsource	8,528	2,108	305%
Total	$14,745	$10,513	40%

New orders received in the third quarter of fiscal 2013 decreased by 10% to $2,247,000 from the $2,500,000 received in fiscal 2012. New orders received in the first nine months of fiscal 2013 increased 40% to $14,745,000 from the $10,513,000 received in the first nine months of fiscal 2012. Orders at Giga-tronics Division decreased for the three month period ended December 29, 2012 primarily due to a decrease in commercial orders, whereas orders for the first nine months of fiscal 2013 decreased primarily due to a decrease in military demand for its products. In fiscal year 2012, Giga-tronics Division received a large first quarter signal generator order from the military which did not repeat in fiscal 2013. Orders at Microsource increased for the three and nine month periods ended December 29, 2012 compared to the three and nine month periods ended December 31, 2011, primarily due to a significant order from the military sector.

The following table shows order backlog and related information at the end of the respective periods:

BACKLOG

(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
Backlog of unfilled orders at end of period:			
Giga-tronics Division	$1,169	$1,658	(29 %)
Microsource	6,006	2,122	183 %
Total	$7,175	$3,780	90 %
Backlog of unfilled orders shippable within one year:			
Giga-tronics Division	$1,169	$1,658	(29 %)
Microsource	4,977	2,122	135 %
Total	$6,146	$3,780	63 %

Backlog at the end of the third quarter of fiscal 2013 increased 90% as compared to the end of the same period last year and was primarily the result of booking of a substantial defense sector contract by Microsource.

The allocation of net sales was as follows for the periods shown:

ALLOCATION OF NET SALES

	Three Month Periods Ended		
(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
Giga-tronics Division	$2,250	$2,207	2 %
Microsource	1,696	592	186 %
Total	$3,946	$2,799	41 %

	Nine Month Periods Ended		
(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
Giga-tronics Division	$7,321	$8,218	(11 %)
Microsource	4,088	2,164	89 %
Total	$11,409	$10,382	10 %

Net sales in the third quarter of fiscal 2013 were $3,946,000, a 41% increase from the $2,799,000 in fiscal 2012. Net sales in the first nine months of fiscal 2013 increased 10% to $11,409,000 from the $10,382,000 in the first nine months of fiscal 2012. Sales at Giga-tronics Division remained flat for the third quarter of fiscal 2013 versus the same period last year. Sales at Giga-tronics Division decreased for the nine month period ended December 29, 2012 primarily due to a decrease in military shipments. The prior year shipments included a last time sale to a military customer for a now discontinued model. Sales in the first nine months of fiscal year 2013 were not enough to compensate for the sales lost to a discontinued model. Shipments at Microsource increased for the three and nine month periods ended December 29, 2012 compared to the three and nine month periods ended December 31, 2011, primarily due to shipment of a significant order for the military.

Cost of sales was as follows for the periods shown:

COST OF SALES

	Three Month Periods Ended		
(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
Cost of sales	$2,342	$3,269	(28%)

	Nine Month Periods Ended		
(Dollars in thousands)	December 29, 2012	December 31, 2011	% change
Cost of sales	$6,892	$7,877	(13%)

Cost of sales as a percentage of sales decreased by 57.4% for the third quarter of fiscal 2013 to 59.4% compared to 116.8% for the third quarter of fiscal 2012. In the third quarter of fiscal year 2012 there was a large charge to inventory reserves for products deemed by Giga-tronics management to have limited or no likelihood of future sales.

Cost of sales as a percentage of sales decreased by 15.5% for the first nine months of fiscal 2013 to 60.4% compared to 75.9% from the same period a year ago. The decrease is due to a large charge to inventory reserves in the third quarter of fiscal year 2012 as described above.

Operating expenses were as follows for the periods shown:

Total Operating

	Three Month Periods Ended			
(Dollars in thousands)	December 29, 2012	December 31, 2011	change	% change
Engineering	$1,179	$745	$434	58%
Sales & Mktg and Administration	1,187	1,397	$(210)	(15%)
Restructuring	99	-	$99	0%
Total	$2,465	$2,142	$323	15%

	Nine Month Periods Ended			
(Dollars in thousands)	December 29, 2012	December 31, 2011	change	% change
Engineering	$3,159	$2,060	$1,099	53%
Sales & Mktg and Administration	3,703	4,393	$(690)	(16%)
Restructuring	283	-	$283	0%
Total	$7,145	$6,453	$692	11%

Operating expenses increased 15% or $323,000 in the third quarter of fiscal 2013 over the third quarter of fiscal 2012 primarily due to an increase of $434,000 in product development expenses including costs associated with constructing prototype and beta test units and restructuring costs of $99,000 (see below), which was partially offset by a $210,000 reduction in selling, general and administrative expenses primarily related to personnel reductions in fiscal 2012 and lower sales commission expense due to increased house account sales. The Company plans to aggressively invest in its new instrument products but anticipates a future reduction in operating costs once the planned move of the Microsource operation from Santa Rosa to San Ramon is completed later this fiscal year.

Operating expenses increased 11% or $692,000 in the first nine months of fiscal 2013 over fiscal 2012 due to an increase of $1,099,000 in product development expenses including prototype and beta test unit costs and restructuring costs in fiscal 2013 (see below), which was partially offset by a $690,000 reduction in selling, general and administrative expenses primarily related to personnel reductions in fiscal 2012 and lower sales commission expense due to increased house account sales. The Company plans to aggressively invest in its instrument products but anticipates a future reduction in operating costs once the planned move of the Microsource operation from Santa Rosa to San Ramon is completed later this fiscal year.

In the fourth quarter of fiscal 2012, Giga-tronics made the decision to move ahead with the relocation of its Santa Rosa, CA operation into one facility in San Ramon, CA to help with overhead absorption in San Ramon and to eliminate the facility expense in Santa Rosa. The Company announced its intentions to employees in February, 2012 and entered into employment agreements with all key Santa Rosa individuals to retain the talent needed to continue shipments during the transition and to ensure the new operation in San Ramon will run smoothly.

The major types of cost associated with this move and estimates of their respective total costs are shown:

Type of Cost		Estimated Total Expense (In thousands)
Retention Agreements for employees	$	506
Preparation of San Ramon facility		103
Training of San Ramon Employees		34
Moving expenses		56
Clean-up of Santa Rosa facility		67
Total	$	766

Of the total estimated expense, only a prorated portion of the retention bonuses and a portion of the preparation of the San Ramon facility have been accrued as of December 29, 2012. The total restructuring expense for the three and nine month periods ending December 29, 2012 were $99,000 and $283,000, respectively. The balance of the restructuring costs will be expensed throughout the remainder of fiscal 2013 and through the third quarter of fiscal year 2014. The Company is required to vacate its Santa Rosa facility by May of 2013.

In summary, Giga-tronics recorded a loss before income taxes of $865,000 for the third quarter of fiscal 2013 versus a loss before income taxes of $2,613,000 for the same period last year. The loss before income taxes for the first nine months of fiscal 2013 was $2,634,000 compared to $3,950,000 for the first nine months of fiscal 2012.

Financial Condition and Liquidity

As of December 29, 2012, Giga-tronics had $2,421,000 in cash and cash equivalents, compared to $2,365,000 as of March 31, 2012.

Working capital at December 29, 2012 was $4,146,000 compared to $6,568,000 at March 31, 2012. The Company's current ratio (current assets divided by current liabilities) at December 29, 2012 was 1.92 compared to 4.14 on March 31, 2012. The decrease in working capital and current ratio was primarily attributable to the net loss of $2,636,000 for the first nine months of fiscal 2013.

Cash used in operating activities amounted to $841,000 for the nine month period ended December 29, 2012, compared to cash provided by operating activities of $272,000 for the nine month period ended December 31, 2011. Cash used in operating activities during the first nine months of fiscal 2013 was primarily attributed to the net loss which was partially offset by a decrease in inventory and by cash received through advance customer payments which is recorded as deferred revenue. Cash provided by operations in the first nine months of fiscal 2012 was primarily attributable to decreases in accounts receivable, inventory, and deferred revenue which was substantially offset by the net loss for the period.

Additions to property and equipment were $213,000 in the first nine months of fiscal 2013, of which $170,000 were related to capital lease obligations, compared to $192,000, of which $31,000 were related to capital lease obligations, in the first nine months of fiscal 2012. The increase in property and equipment in fiscal 2013 was attributable to new engineering projects. The increase in property and equipment in fiscal 2012 was due to an upgrade of manufacturing equipment required for certain new products.

Deferred revenue was $1,263,000 at December 29, 2012 compared to $7,000 at March 31, 2012. The increase of $1,256,000 was due primarily to cash received from advance customer billings during the first nine months of fiscal 2013 associated with a contract with a large aircraft manufacturer.

On October 12, 2012, the Company entered into a "Second Amended and Restated Loan and Security Agreement" (the "New Credit Facility") with Silicon Valley Bank (the "Bank"). The New Credit Facility, which expires on October 12, 2013, is secured by all assets of the Company and provides for a borrowing capacity equal to 80% of eligible accounts receivable on an aggregate basis, up to a maximum $2.0 million, provided the Company maintains borrowing base eligibility which requires a minimum cash balance of $750,000. Giga-tronics was borrowing base eligible at December 29, 2012 with an aggregate borrowing capacity of $1.5 million.

When the Company is not borrowing base eligible the Bank may limit credit extension to the 80% advance rate multiplied by the face amount of specific eligible accounts. If the Company was not borrowing base eligible at December 29, 2012, the borrowing capacity would have been reduced to approximately $1.2 million. As of December 29, 2012, the Company's outstanding borrowings under the New Credit Facility were $975,000.

Subsequent to quarter end $695,000 of the outstanding borrowing was repaid. As the Company continues to fund development of a new product cash requirements are expected to fluctuate throughout the research and development phase and continue through the new product launch. Management intends to draw upon the New Credit Facility from time to time to meet shortfalls in cash. All borrowings will be of short duration.

In order to achieve sustained profitability and positive cash flows from operations, the Company may need to further reduce operating expenses and increase revenue. During the prior fiscal year Giga-tronics completed a series of cost reduction actions which management anticipated would improve the operating expense structure, exclusive of new product development expense. The Company will continue to perform additional actions, as necessary. The ability to maintain, or increase, current revenue levels to sustain profitability will depend, in part, on demand for the Company's products. Management believes that existing cash and cash equivalent balances, along with cash expected to be generated from product sales, and the careful management of working capital requirements, and available borrowings under its bank line of credit which management expects to be available will be sufficient to fund operations, new product development efforts, anticipated capital expenditures, working capital, and other financing requirements for the next 12 months. In order to increase working capital, the Company may seek to obtain additional debt or equity financing, including from existing major shareholders. However, the Company cannot assure that such financing will be available or on terms favorable to the Company. At the date of this filing the Company has entered into negotiations to sell production rights for one of its products in a cash sale.

Item 3 - Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4 - Controls and Procedures

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurances that (i) the information the Company is required to disclose in the reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time period required by the Commission’s rules and forms, and (ii) such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

There were no significant changes in the Company's internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

Based on the above described procedures and actions taken, the Company's management, including its Chief Executive Officer and its Chief Financial Officer have concluded that as of December 29, 2012, the Company's internal control over financial reporting was effective based on the criteria described in the "COSO Internal Control – Integrated Framework."

Part II - Other Information

Item 1 - Legal Proceedings

As of December 29, 2012, Giga-tronics has no material pending legal proceedings. From time to time, Giga-tronics is involved in various disputes and litigation matters that arise in the ordinary course of business.

Item 1a - Risk Factors

There has been no material change to the risk factors disclosed in the registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2012.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3 - Defaults Upon Senior Securities

None.

Item 4 - Mine Safety Disclosures

Not applicable.

Item 5 - Other Information

None.

Item 6 - Exhibits

31.1 Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act.
31.2 Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act.
32.1 Certification of Chief Executive Officer pursuant to Section 906 of Sarbanes-Oxley Act.
32.2 Certification of Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act.
101.INS** XBRL Instance
101.SCH** XBRL Taxonomy Extension Schema
101.CAL** XBRL Taxonomy Extension Calculation
101.DEF** XBRL Taxonomy Extension Definition
101.LAB** XBRL Taxonomy Extension Labels

101.PRE** XBRL Taxonomy Extension Presentation

** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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 thereunto duly authorized.

GIGA-TRONICS INCORPORATED
(Registrant)

By:

Date: February 8, 2013

/s/ John R. Regazzi
John R. Regazzi
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 8, 2013

/s/ Frank D. Romejko
Frank D. Romejko
Vice President of Finance
Interim Chief Financial Officer
(Principal Accounting Officer)

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%"> **Three months ended**

	October 31, 2014	**Three months ended October 31, 2013** **As reported**	**Adjustments**	**Restated**
Net sales	$200,749	$190,673	$	$190,673
Cost of sales	182,230	173,287	433	173,720

Gross margin

18,519 17,386 (433) 16,953

Selling, general and administrative

9,430 9,301 172 9,473

Contingent consideration related to RFG acquisition

11,579 18,014 18,014

Operating income

(2,490) 8,085 (18,619) (10,534)

Interest expense

(215) (236) (236)

Other income, net

164 21 21

Income before provision for income taxes

(2,541) 7,870 (18,619) (10,749)

Provision for income taxes

(1,493) 2,124 (8,905) (6,781)

Net income (loss)

(1,048) 5,746 (9,714) (3,968)

Add: Net loss attributable to noncontrolling interest

(194) 284 118 402

Net income attributable to Calavo Growers, Inc.

$(1,242) $6,030 $(9,596) $(3,566)

Calavo Growers, Inc. s net income (loss) per share:

Basic

$(0.08) $.40 $(0.64) $(0.24)

Diluted

$(0.08) $.40 $(0.64) $(0.24)

Number of shares used in per share computation:

Basic

15,815	15,030	15,030

Diluted

15,815	15,038	(8)	15,030

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The following table summarizes the impact of the restatement on our previously reported interim consolidated statements of comprehensive operations for fiscal years 2014 and 2013:

	Three months ended January 31, 2014			Three months ended January 31, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Net income (loss)	$ 3,475	$ (5,389)	$ (1,914)	$ 2,681	$ (4,133)	$ (1,452)
Other comprehensive income (loss), before tax:						
Unrealized investment losses arising during period	(9,628)		(9,628)	(1,244)		(1,244)
Income tax benefit related to items of other comprehensive income	3,755		3,755	485		485
Other comprehensive loss, net of tax	(5,873)		(5,873)	(759)		(759)
Comprehensive income (loss)	(2,398)	(5,389)	(7,787)	1,922	(4,133)	(2,211)
Add: Net loss attributable to noncontrolling interest	500	(352)	148	26	16	42
Comprehensive income (loss) Calavo Growers, Inc.	$ (1,898)	$ (5,741)	$ (7,639)	$ 1,948	$ (4,117)	$ (2,169)

	Three months ended April 30, 2014			Three months ended April 30, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Net income	$ 6,412	$ (5,156)	$ 1,256	$ 2,193	$ (1,719)	$ 474
Other comprehensive income (loss), before tax:						
Unrealized investment gains (losses) arising during period	3,803		3,803	(5,393)		(5,393)
Income tax benefit (expense) related to items of other comprehensive income	(1,483)		(1,483)	2,103		2,103
Other comprehensive income (loss), net of tax	2,320		2,320	(3,290)		(3,290)
Comprehensive income (loss)	8,732	(5,156)	3,576	(1,097)	(1,719)	(2,816)
Add: Net loss attributable to noncontrolling interest	298		298	20	15	35
Comprehensive income (loss) Calavo Growers, Inc.	$ 9,030	$ (5,156)	$ 3,874	$ (1,077)	$ (1,704)	$ (2,781)

	Six months ended April 30, 2014			Six months ended April 30, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Net income (loss)	$ 9,887	$ (10,545)	$ (658)	$ 4,874	$ (5,852)	$ (978)
Other comprehensive income (loss), before tax:						
Unrealized investment losses arising during period	(5,825)		(5,825)	(6,638)		(6,638)
Income tax benefit related to items of other comprehensive income	2,272		2,272	2,589		2,589
Other comprehensive loss, net of tax	(3,553)		(3,553)	(4,049)		(4,049)
Comprehensive income (loss)	6,334	(10,545)	(4,211)	825	(5,852)	(5,027)
Add: Net loss attributable to noncontrolling interest	798	(352)	446	46	31	77
Comprehensive income (loss) Calavo Growers, Inc.	$ 7,132	$ (10,897)	$ (3,765)	$ 871	$ (5,821)	$ (4,950)

	Three months ended July 31, 2014			Three months ended July 31, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Net income	$ 15,972	$ (14,481)	$ 1,491	$ 6,125	$ (3,863)	$ 2,262
Other comprehensive income (loss), before tax:						
Unrealized investment gains (losses) arising during period	(1,590)		(1,590)	6,586		6,586
Income tax benefit (expense) related to items of other comprehensive income	620		620	(2,568)		(2,568)
Other comprehensive income (loss), net of tax	(970)		(970)	4,018		4,018
Comprehensive income (loss)	15,002	(14,481)	521	10,143	(3,863)	6,280
Add: Net loss attributable to noncontrolling interest	60		60	274	136	410
Comprehensive income (loss) Calavo Growers, Inc.	$ 15,062	$ (14,481)	$ 581	$ 10,417	$ (3,727)	$ 6,690

	Nine months ended July 31, 2014			Nine months ended July 31, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Net income (loss)	$ 25,859	$ (25,026)	$ 833	$ 10,999	$ (9,715)	$ 1,284
Other comprehensive income (loss), before tax:						
Unrealized investment losses arising during period	(7,416)		(7,416)	(52)		(52)
Income tax benefit related to items of other comprehensive income	2,893		2,893	20		20
Other comprehensive loss, net of tax	(4,523)		(4,523)	(32)		(32)
Comprehensive income (loss)	21,336	(25,026)	(3,690)	10,967	(9,715)	1,252
Add: Net loss attributable to noncontrolling interest	858	(352)	506	320	167	487
Comprehensive income (loss) Calavo Growers, Inc.	$ 22,194	$ (25,378)	$ (3,184)	$ 11,287	$ (9,548)	$ 1,739

The following table summarizes the impact of the restatement on our previously reported interim consolidated balance sheet for fiscal years 2014 and 2013:

	January 31, 2014			January 31, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Assets						
Current assets:						
Cash and cash equivalents	$ 6,346	$	$ 6,346	$ 9,067	$	$ 9,067
Accounts receivable, net of allowances of $2,289 (2014) and $ 1,697 (2013)	60,060		60,060	48,367		48,367
Inventories, net	27,659		27,659	22,331		22,331
Prepaid expenses and other current assets	11,965		11,965	8,013		8,013
Advances to suppliers	3,419		3,419	1,324		1,324
Income taxes receivable	2,235	(1,731)	504	2,807	(90)	2,717
Deferred income taxes	1,995		1,995	2,222		2,222
Total current assets	113,679	(1,731)	111,948	94,131	(90)	94,041
Property, plant, and equipment, net	53,050		53,050	50,966		50,966
Investment in Limoneira Company	35,902		35,902	37,596		37,596
Investment in unconsolidated entities	1,544		1,544	520		520
Deferred income taxes		9,255	9,255			
Goodwill	18,262		18,262	18,262		18,262
Other assets	12,034		12,034	14,949		14,949
	$ 234,471	$ 7,524	$ 241,995	$ 216,424	$ (90)	$ 216,334

Liabilities and shareholders equity						
Current liabilities:						
Payable to growers	$ 4,720	$	$ 4,720	$ 5,985	$	$ 5,985
Trade accounts payable	12,330		12,330	9,498		9,498
Accrued expenses	23,802	24,833	48,635	27,832	16,244	44,076
Short-term borrowings	52,690		52,690	32,780		32,780
Current portion of long-term obligations	5,245		5,245	5,329		5,329
Total current liabilities	98,787	24,833	123,620	81,424	16,244	97,668
Long-term liabilities:						
Long-term obligations, less current portion	6,841		6,841	12,073		12,073
Deferred income taxes	2,439	(2,439)		10,179	(5,084)	5,095
Total long-term liabilities	9,280	(2,439)	6,841	22,252	(5,084)	17,168
Commitments and contingencies						
Noncontrolling interest, Calavo Salsa Lisa	(69)		(69)	331	(83)	248
Shareholders equity:						
Common stock ($0.001 par value, 100,000 shares authorized; 15,752 and 15,720 shares outstanding at January 31, 2014 and January 31, 2013)	15		15	14		14
Additional paid-in capital	59,606	11,470	71,076	51,757	(5,595)	46,162
Accumulated other comprehensive income	7,541		7,541	8,631		8,631
Noncontrolling interest, FreshRealm	(316)		(316)			
Retained earnings	59,627	(26,340)	33,287	52,015	(5,572)	46,443
Total shareholders equity	126,473	(14,870)	111,603	112,417	(11,167)	101,250
	$ 234,471	$ 7,524	$ 241,995	$ 216,424	$ (90)	$ 216,334

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	April 30, 2014			April 30, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Assets						
Current assets:						
Cash and cash equivalents	$ 19,914	$ (10,000)	$ 9,914	$ 7,119	$	$ 7,119
Accounts receivable, net of allowances of $2,789 (2014) and $1,697 (2013)	64,093		64,093	59,349		59,349
Inventories, net	32,261		32,261	25,434		25,434
Prepaid expenses and other current assets	13,528		13,528	8,539		8,539
Advances to suppliers	39		39	31		31
Income taxes receivable	773	(773)		3,083	(101)	2,982
Deferred income taxes	1,995		1,995	2,222		2,222
Total current assets	132,603	(10,773)	121,830	105,777	(101)	105,676
Property, plant, and equipment, net	55,568		55,568	51,230		51,230
Investment in Limoneira Company	39,705		39,705	32,203		32,203
Investment in unconsolidated entities	1,533		1,533	520		520
Deferred income taxes		8,826	8,826			
Goodwill	18,262		18,262	18,262		18,262
Other assets	11,436		11,436	13,540		13,540
	$ 259,107	$ (1,947)	$ 257,160	$ 221,532	$ (101)	$ 221,431
Liabilities and shareholders equity						
Current liabilities:						
Payable to growers	$ 19,117	$	$ 19,117	$ 17,301	$	$ 17,301
Trade accounts payable	15,850		15,850	12,535		12,535
Accrued expenses	22,568	31,944	54,512	24,155	18,174	42,329
Short-term borrowings	41,030		41,030	35,140		35,140
Income taxes payable		14	14			
Current portion of long-term obligations	5,321		5,321	5,747		5,747
Total current liabilities	103,886	31,958	135,844	94,878	18,174	113,052
Long-term liabilities:						
Long-term obligations, less current portion	5,801		5,801	11,097		11,097
Deferred income taxes	3,922	(3,922)		8,076	(5,387)	2,689
Total long-term liabilities	9,723	(3,922)	5,801	19,173	(5,387)	13,786
Commitments and contingencies						
Noncontrolling interest, Calavo Salsa Lisa	(104)		(104)	311	(98)	213
Shareholders equity:						
Common stock ($0.001 par value, 100,000 shares authorized; 15,760	15		15	14		14

and 15,720 shares outstanding at April 30, 2014 and April 30, 2013)						
Additional paid-in capital	65,358	6,123	71,481	47,587	(5,514)	42,073
Accumulated other comprehensive income	9,861		9,861	5,341		5,341
Noncontrolling interest, FreshRealm	4,031	(4,610)	(579)			
Retained earnings	66,337	(31,496)	34,841	54,228	(7,276)	46,952
Total shareholders equity	145,602	(29,983)	115,619	107,170	(12,790)	94,380
	$ 259,107	$ (1,947)	$ 257,160	$ 221,532	$ (101)	$ 221,431

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	July 31, 2014			July 31, 2013		
	As reported	Adjustments	Restated	As reported	Adjustments	Restated
Assets						
Current assets:						
Cash and cash equivalents	$ 9,436	$	$ 9,436	$ 5,927	$	$ 5,927
Accounts receivable, net of allowances of $3,127 (2014) and $1,697 (2013)	63,731		63,731	60,464		60,464
Inventories, net	33,035		33,035	31,590		31,590
Prepaid expenses and other current assets	15,492		15,492	8,784		8,784
Advances to suppliers	1,385		1,385	1,963		1,963
Income taxes receivable				1,519	(114)	1,405
Deferred income taxes	1,995		1,995	2,222		2,222
Total current assets	125,074		125,074	112,469	(114)	112,355
Property, plant, and equipment, net	54,565		54,565	51,798		51,798
Investment in Limoneira Company	38,115		38,115	38,789		38,789
Investment in unconsolidated entities	18,382		18,382	520		520
Deferred income taxes		17,912	17,912			
Goodwill	18,262		18,262	18,262		18,262
Other assets	10,114		10,114	13,186		13,186
	$ 264,512	$ 17,912	$ 282,424	$ 235,024	$ (114)	$ 234,910
Liabilities and shareholders equity						
Current liabilities:						
Payable to growers	$ 20,920	$	$ 20,920	$ 28,049	$	$ 28,049
Trade accounts payable	16,061		16,061	13,308		13,308
Accrued expenses	26,236	56,122	82,358	19,140	25,540	44,680
Short-term borrowings	28,740		28,740	25,980		25,980
Income tax payable	3,680	(591)	3,089			
Current portion of long-term obligations	5,231		5,231	5,679		5,679
Total current liabilities	100,868	55,531	156,399	92,156	25,540	117,696
Long-term liabilities:						
Long-term obligations, less current portion	3,629		3,629	8,843		8,843
Deferred income taxes	3,302	(3,302)		12,085	(4,764)	7,321
Total long-term liabilities	6,931	(3,302)	3,629	20,928	(4,764)	16,164
Commitments and contingencies						
Noncontrolling interest, Calavo Salsa Lisa	(146)		(146)	37	(234)	(197)
Shareholders equity:						
Common stock ($0.001 par value, 100,000 shares authorized; 15,762	15		15	14		14

and 15,720 shares outstanding at July 31, 2014 and July 31, 2013)						
Additional paid-in capital	65,584	11,660	77,244	51,904	(9,653)	42,251
Accumulated other comprehensive income	8,891		8,891	9,358		9,358
Noncontrolling interest, FreshRealm						
Retained earnings	82,369	(45,977)	36,392	60,627	(11,003)	49,624
Total shareholders equity	156,859	(34,317)	122,542	121,903	(20,656)	101,247
	$ 264,512	$ 17,912	$ 282,424	$ 235,024	$ (114)	$ 234,910

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The following table summarizes the impact of the restatement on our previously reported interim consolidated statement of cash flows for fiscal years 2014 and 2013:

	Three months ended January 31, 2013		
	As reported	Adjustments	Restated
Cash Flows from Operating Activities:			
Net income (loss)	$ 2,681	$ (4,133)	$ (1,452)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	1,607		1,607
Interest on contingent consideration	35		35
Contingent consideration and non-cash compensation related to the acquisition of RFG	1,245	8,153	9,398
Contingent consideration related to the acquisition of Salsa Lisa			
Stock compensation expense	116		116
Deferred income taxes		(4,058)	(4,058)
Effect on cash of changes in operating assets and liabilities:			
Accounts receivable	(9,497)		(9,497)
Inventories, net	617		617
Prepaid expenses and other current assets	22		22
Advances to suppliers	1,045		1,045
Income taxes receivable	87	38	125
Other assets	13		13
Payable to growers	(2,490)		(2,490)
Trade accounts payable and accrued expenses	5,887		5,887
Net cash provided by operating activities	1,368		1,368
Cash Flows from Investing Activities:			
Acquisitions of property, plant, and equipment	(1,548)		(1,548)
Net cash used in investing activities	(1,548)		(1,548)
Cash Flows from Financing Activities:			
Payment of dividend to shareholders	(9,646)		(9,646)
Proceeds from revolving credit facility, net	12,610		12,610
Payments on long-term obligations	(1,053)		(1,053)
Tax benefit of stock option exercises	233		233
Net cash provided by financing activities	2,144		2,144
Net increase in cash and cash equivalents	1,964		1,964
Cash and cash equivalents, beginning of year	7,103		7,103
Cash and cash equivalents, end of year	$ 9,067	$	$ 9,067
Noncash Investing and Financing Activities:			
Tax receivable increase related to stock option exercise	$ 132	$	$ 132
Construction in progress included in trade accounts payable	$ 28	$	$ 28

Unrealized holding (losses)	$ (1,244)	$	$ (1,244)

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	Six months ended April 30, 2013		
	As reported	Adjustments	Restated
Cash Flows from Operating Activities:			
Net income (loss)	$ 4,874	$ (5,852)	$ (978)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	3,293		3,293
Interest on contingent consideration	84		84
Contingent consideration and non-cash compensation related to the acquisition of RFG	1,444	10,164	11,608
Stock compensation expense	191		191
Deferred income taxes		(4,361)	(4,361)
Effect on cash of changes in operating assets and liabilities:			
Accounts receivable	(20,479)		(20,479)
Inventories, net	(2,486)		(2,486)
Prepaid expenses and other current assets	(1,349)		(1,349)
Advances to suppliers	2,338		2,338
Income taxes receivable	(113)	49	(64)
Other assets	143		143
Payable to growers	10,516		10,516
Trade accounts payable and accrued expenses	5,027		5,027
Net cash provided by operating activities	3,483		3,483
Cash Flows from Investing Activities:			
Acquisitions of property, plant, and equipment	(3,092)		(3,092)
Net cash used in investing activities	(3,092)		(3,092)
Cash Flows from Financing Activities:			
Payment of dividend to shareholders	(9,646)		(9,646)
Proceeds from revolving credit facility, net	14,970		14,970
Payments on long-term obligations	(1,611)		(1,611)
Retirement of stock purchased from Limoneira	(4,788)		(4,788)
Proceeds from stock option exercises	700		700
Net cash used in financing activities	(375)		(375)
Net increase in cash and cash equivalents	16		16
Cash and cash equivalents, beginning of year	7,103		7,103
Cash and cash equivalents, end of year	$ 7,119	$	$ 7,119
Noncash Investing and Financing Activities:			
Tax receivable increase related to stock option exercise	$ 208	$	$ 208
Collection for Agricola Belher Infrastructure Advance	$ 1,690	$	$ 1,690
Unrealized holding (losses)	$ (6,638)	$	$ (6,638)

	Nine months ended July 31, 2013		
	As reported	Adjustments	Restated
Cash Flows from Operating Activities:			
Net income	$ 10,999	$ (9,715)	$ 1,284
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	5,011		5,011
Interest on contingent consideration	133		133
Contingent consideration and non-cash compensation related to the acquisition of RFG	1,801	13,391	15,192
Stock compensation expense	288		288
Deferred income taxes		(3,738)	(3,738)
Effect on cash of changes in operating assets and liabilities:			
Accounts receivable	(21,594)		(21,594)
Inventories, net	(8,642)		(8,642)
Prepaid expenses and other current assets	(1,594)		(1,594)
Advances to suppliers	406		406
Income taxes receivable	2,891	62	2,953
Other assets	62		62
Payable to growers	21,264		21,264
Trade accounts payable and accrued expenses	4,599		4,599
Net cash provided by operating activities	15,624		15,624
Cash Flows from Investing Activities:			
Acquisitions of property, plant, and equipment	(4,943)		(4,943)
Net cash used in investing activities	(4,943)		(4,943)
Cash Flows from Financing Activities:			
Payment of dividend to shareholders	(9,646)		(9,646)
Proceeds from revolving credit facility, net	5,810		5,810
Payments on long-term obligations	(3,933)		(3,933)
Retirement of stock purchased from Limoneira	(4,788)		(4,788)
Proceeds from stock option exercises	700		700
Net cash used in financing activities	(11,857)		(11,857)
Net (decrease) in cash and cash equivalents	(1,176)		(1,176)
Cash and cash equivalents, beginning of year	7,103		7,103
Cash and cash equivalents, end of year	$ 5,927	$	$ 5,927
Noncash Investing and Financing Activities:			
Tax receivable increase related to stock option exercise	$ 208	$	$ 208

	Three months ended January 31, 2014		
	As reported	Adjustments	Restated
Cash Flows from Operating Activities:			
Net income (loss)	$ 3,475	$ (5,389)	$ (1,914)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	1,689		1,689
Income (loss) from unconsolidated entities	1		1
Interest on contingent consideration	9		9
Contingent consideration and non-cash compensation related to the acquisition of RFG		9,287	9,287
Stock compensation expense	93		93
Deferred income taxes		(5,463)	(5,463)
Effect on cash of changes in operating assets and liabilities:			
Accounts receivable	(5,000)		(5,000)
Inventories, net	1,014		1,014
Prepaid expenses and other current assets	(1,208)		(1,208)
Advances to suppliers	(206)		(206)
Income taxes receivable	(100)	1,565	1,465
Other assets	(103)		(103)
Payable to growers	(9,769)		(9,769)
Trade accounts payable and accrued expenses	3,485		3,485
Net cash used in operating activities	(6,620)		(6,620)
Cash Flows from Investing Activities:			
Acquisitions of property, plant, and equipment	(1,674)		(1,674)
Investment in unconsolidated entity	(125)		(125)
Net cash used in investing activities	(1,799)		(1,799)
Cash Flows from Financing Activities:			
Payment of dividend to shareholders	(11,005)		(11,005)
Proceeds from revolving credit facility, net	18,700		18,700
Payments on long-term obligations	(964)		(964)
Proceeds from stock option exercises	15		15
Net cash provided by financing activities	6,746		6,746
Net (decrease) in cash and cash equivalents	(1,673)		(1,673)
Cash and cash equivalents, beginning of year	8,019		8,019
Cash and cash equivalents, end of year	$ 6,346	$	$ 6,346
Noncash Investing and Financing Activities:			
Tax receivable increase related to stock option exercise	$ 122	$	$ 122
Unrealized holding (losses)	$ (9,628)	$	$ (9,628)

	Six months ended April 30, 2014		
	As reported	Adjustments	Restated
Cash Flows from Operating Activities:			
Net income (loss)	$ 9,887	$ (10,545)	$ (658)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	3,378		3,378
Loss from unconsolidated entities	12		12
Interest on contingent consideration	18		18
Contingent consideration and non-cash compensation related to the acquisition of RFG		16,442	16,442
Stock compensation expense	303		303
Deferred income taxes		(6,518)	(6,518)
Effect on cash of changes in operating assets and liabilities:			
Accounts receivable	(9,033)		(9,033)
Inventories, net	(3,588)		(3,588)
Prepaid expenses and other current assets	(2,771)		(2,771)
Advances to suppliers	3,174		3,174
Income taxes receivable	1,415	621	2,036
Other assets	78		78
Payable to growers	4,628		4,628
Trade accounts payable and accrued expenses	5,762		5,762
Net cash provided by operating activities	13,263		13,263
Cash Flows from Investing Activities:			
Acquisitions of property, plant, and equipment	(5,464)		(5,464)
Investment in unconsolidated entity	(125)		(125)
Net cash used in investing activities	(5,589)		(5,589)
Cash Flows from Financing Activities:			
Payment of dividend to shareholders	(11,005)		(11,005)
Proceeds from revolving credit facility, net	7,040		7,040
Payments on long-term obligations	(1,928)		(1,928)
Proceeds from issuance of FreshRealm stock	10,000	(10,000)	
Proceeds from stock option exercises	114		114
Net cash used in financing activities	4,221	(10,000)	(5,779)
Net increase in cash and cash equivalents	11,895	(10,000)	1,895
Cash and cash equivalents, beginning of year	8,019		8,019
Cash and cash equivalents, end of year	$ 19,914	$ (10,000)	$ 9,914
Noncash Investing and Financing Activities:			
Tax receivable increase related to stock option exercise	$ 175	$	$ 175
Unrealized holding (losses)	$ (5,825)	$	$ (5,825)

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	Nine months ended July 31, 2014		
	As reported	Adjustments	Restated
Cash Flows from Operating Activities:			
Net income (loss)	$ 25,859	$ (25,026)	$ 833
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	5,113		5,113
Provision for losses on accounts receivable	88		88
Loss from unconsolidated entities	13		13
Interest on contingent consideration	28		28
Contingent consideration and non-cash compensation related to the acquisition of RFG		40,767	40,767
Stock compensation expense	517		517
Gain on deconsolidation of FreshRealm	(12,622)		(12,622)
Deferred income taxes		(14,984)	(14,984)
Effect on cash of changes in operating assets and liabilities:			
Accounts receivable	(8,759)		(8,759)
Inventories, net	(4,362)		(4,362)
Prepaid expenses and other current assets	(3,280)		(3,280)
Advances to suppliers	1,828		1,828
Income taxes receivable	5,884	(757)	5,127
Other assets	135		135
Payable to growers	7,274		7,274
Trade accounts payable and accrued expenses	9,769		9,769
Net cash provided by operating activities	27,485		27,485
Cash Flows from Investing Activities:			
Acquisitions of property, plant, and equipment	(7,085)		(7,085)
Decrease in cash due to deconsolidation of FreshRealm	(6,813)		(6,813)
Investment in Agricola Don Memo	(1,730)		(1,730)
Investment in unconsolidated entity	(125)		(125)
Net cash used in investing activities	(15,753)		(15,753)
Cash Flows from Financing Activities:			
Payment of dividend to shareholders	(11,005)		(11,005)
Proceeds from revolving credit facility, net	(5,250)		(5,250)
Payments on long-term obligations	(4,190)		(4,190)
Proceeds from stock option exercises	130		130
Proceeds from issuance of FreshRealm stock	10,000		10,000
Net cash used in financing activities	(10,315)		(10,315)
Net increase in cash and cash equivalents	1,417		1,417
Cash and cash equivalents, beginning of year	8,019		8,019
Cash and cash equivalents, end of year	$ 9,436	$	$ 9,436
Noncash Investing and Financing Activities:			
Tax receivable increase related to stock option exercise	$ 191	$	$ 191

Collection for Agricola Belher Infrastructure Advance	$ 845	$	$ 845
Unrealized holding (losses)	$ (7,416)	$	$ (7,416)

20. Subsequent Events

We have evaluated subsequent events to assess the need for potential recognition or disclosure in this Annual Report on Form 10-K. Such events were evaluated through the date these financial statements were issued.

In January 2015, various class action lawsuits have been initiated against the company related to the restatement of previously-issued financial statements, we believe these are without merit and will defend ourselves vigorously.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Calavo Growers, Inc.

We have audited the accompanying consolidated balance sheets of Calavo Growers, Inc. as of October 31, 2014 and 2013 (restated), and the related consolidated statements of operations, comprehensive income (loss), shareholders equity and cash flows for the years ended October 31, 2014, October 31, 2013 (restated) and October 31, 2012 (restated). Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These financial statements and schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Calavo Growers, Inc. at October 31, 2014 and 2013 (restated), and the consolidated results of its operations and its cash flows for the years ended October 31, 2014, October 31, 2013 (restated) and October 31, 2012 (restated), in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 3 to the consolidated financial statements, the October 31, 2013 and 2012 consolidated financial statements have been restated to correct errors for the improper accounting for business combination contingent consideration.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Calavo Growers, Inc. s internal control over financial reporting as of October 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated January 30, 2015 expressed an adverse opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California

January 30, 2015

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act, are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

As of October 31, 2014, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(e) promulgated under the Exchange Act. Based on that evaluation and as a result of the material weakness in internal control over financial reporting as set forth below, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were not effective as of October 31, 2014. Our management s annual report on internal control over financial reporting is set forth below.

Management s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

With the participation of the Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in the 1992 Internal Control Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of October 31, 2014, our internal controls over financial reporting were not effective due to a material weakness in our controls over our accounting for contingent consideration as such applies to business combinations.

As of October 31, 2014, there was a material weakness in the Company s controls over its accounting for and reporting of contingent consideration as such applies to business combinations. Specifically, our controls did not properly identify the failure to apply generally accepted accounting principles with respect to what qualifies as an equity instrument vs. a liability instrument in a business combination. Initially, we recorded the contingent consideration, which was settleable in common stock, as an equity instrument and therefore did not record expense based on the changes in fair value of the contingent consideration. However, the contingent consideration should have been accounted for as a liability requiring re-measurement to fair value. As a result, material errors to the recorded contingent consideration occurred and were not timely detected.

Ernst & Young LLP, an independent registered public accounting firm, issued an attestation report on the Company s internal control over financial reporting as of October 31, 2014, as stated in their report which is included herein.

Remediation Efforts to Address Material Weakness

To remediate the material weakness described above, we are currently evaluating the controls and procedures we will design and put in place to address this material weakness and plan to implement appropriate measures as part of this effort. These controls and procedures may include engagement of independent consultants to aid the Company in its review of future acquisitions for proper accounting.

Any actions we have taken or may take to remediate this material weakness are subject to continued management review supported by testing, as well as oversight by the Audit Committee of our Board of Directors. We cannot assure you, in any way, even if we involve an independent consultant, that material weaknesses or significant deficiencies will not occur in the future and that we will be able to remediate such weaknesses or deficiencies in a timely manner, which could impair our ability to accurately and timely report our financial position, results of operations or cash flows.

Changes in Internal Control Over Financial Reporting

Except as described above, there has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) during our fiscal quarter ended October 31, 2014, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Calavo Growers, Inc.

We have audited Calavo Growers, Inc. s internal control over financial reporting as of October 31, 2014, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Calavo Growers, Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company s annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management s report on internal control over financial reporting. Management has identified a material weakness in the design and operation of the Company s controls over its accounting for business combination contingent consideration. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Calavo Growers, Inc. as of October 31, 2014 and 2013 (restated) and the related consolidated statements of operations, comprehensive income (loss), shareholders equity and cash flows for the years ended October 31, 2014, October 31, 2013 (restated) and October 31, 2012 (restated). This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of those financial statements, and this report does not affect our report dated January 30, 2015, which expressed an unqualified opinion on those financial statements.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Calavo Growers, Inc. has not maintained effective internal control over financial reporting as of October 31, 2014, based on the COSO criteria.

/s/ Ernst & Young LLP

Los Angeles, California

January 30, 2015

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Item 9B. Other Information

None.

PART III

Certain information required by Part III is omitted from this Annual Report because we will file a definitive Proxy Statement for the Annual Meeting of Shareholders pursuant to Regulation 14A of the Securities Exchange Act of 1934 (the Proxy Statement), not later than 120 days after the end of the fiscal year covered by this Annual Report, and the applicable information included in the Proxy Statement is incorporated herein by reference.

Item 10. Directors, Executive Officers, and Corporate Governance

The names of our executive officers and their ages, titles and biographies are incorporated by reference from Part I, above.

The following information is included in our Notice of Annual Meeting of Shareholders and Proxy Statement to be filed within 120 days after our fiscal year end of October 31, 2014 (the Proxy Statement) and is incorporated herein by reference:

- Ø Information regarding our directors who are standing for reelection and any persons nominated to become our directors is set forth under Election of Directors.
- Ø Information regarding our Audit Committee and designated audit committee financial expert is set forth under Corporate Governance Principles and Board Matters Board Structure and Committee Composition Audit Committee.
- Ø Information on our code of ethics for directors, officers and employees and our Corporate Governance Guidelines is set forth under Corporate Governance Principles and Board Matters.
- Ø Information regarding Section 16(a) beneficial ownership reporting compliance is set forth under Section 16(a) Beneficial Ownership Reporting Compliance.

Item 11. Executive Compensation

The information required by this Item is incorporated herein by reference to the sections entitled Executive Compensation and Directors Compensation in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is incorporated herein by reference to the sections entitled Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information in the Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated herein by reference to the section entitled Certain Relationships and Related Transactions in the Proxy Statement.

Item 14. Principal Accountant s Fees and Services

Information required by this Item is incorporated herein by reference to the section of the Proxy Statement entitled Principal Accountant Fees and Services.

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Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) (1) **Financial Statements**
The following consolidated financial statements as of October 31, 2014 and 2013 and for each of the three years in the period ended October 31, 2014 are included herewith:

Consolidated Balance Sheets, Consolidated Statements of Income, Consolidated Statements of Comprehensive Income, Consolidated Statements of Cash Flows, Consolidated Statements of Shareholders Equity, Notes to Consolidated Financial Statements, and Report of Ernst & Young LLP, Independent Registered Public Accounting Firm.

(2) **Supplemental Schedules**
Schedule II Valuation and Qualifying Accounts

All other schedules have been omitted since the required information is not present in amounts sufficient to require submission of the schedule, or because the required information is included in the consolidated financial statements or notes thereto.

(3) **Exhibits**

Exhibit Number	**Description**
2.1	Agreement and Plan of Merger and Reorganization dated as of February 20, 2001 between Calavo Growers, Inc. and Calavo Growers of California.[1]
2.2	Agreement and Plan of Merger dated as of November 7, 2003 Among Calavo Growers, Inc., Calavo Acquisition, Inc., Maui Fresh International, Inc. and Arthur J. Bruno, Robert J. Bruno and Javier J. Badillo[2]
2.3	Stock Purchase Agreement dated as of June 1, 2005, between Limoneira Company and Calavo Growers, Inc.[3]
2.4	Acquisition Agreement between Calavo Growers, Inc., a California corporation and Lecil E. Cole, Eric Weinert, Suzanne Cole-Savard, Guy Cole, and Lecil E. Cole and Mary Jeanette Cole, acting jointly and severally as trustees of the Lecil E. and Mary Jeanette Cole Revocable Trust dated October 19, 1993, also known as the Lecil E. and Mary Jeanette Cole Revocable 1993 Trust dated May 19, 2008 [4]
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May 31, 2011. [20]

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10.23 Amendment No. 4 to Loan Agreement dated as of September 30, 2011 between Calavo Growers, Inc. and Bank of America, N.A. [22]

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31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-15(e) or Rule 15d-15(e) *
32	Certification of Chief Executive Officer and Chief Financial Officer of Periodic Report Pursuant to 18 U.S.C. Section 1350 *
101	The following financial information from the Annual Report on Form 10-K of Calavo Growers, Inc. for the year ended October 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (1) Consolidated Balance Sheets as of October 31, 2014 and 2013; (2) Consolidated Statements of Income for the years ended October 31, 2014, 2013 and 2012; (3) Consolidated Statements of Comprehensive Income for the years ended October 31, 2014, 2013, and 2012; (4) Consolidated Statements of Shareholders Equity for the years ended October 31, 2014, 2013, and 2012; (5) Consolidated Statements of Cash Flows for the years ended October 31, 2014, 2013 and 2012; and (6) Notes to Financial Statements. *

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(b) Exhibits

See subsection (a) (3) above.

(c) **Financial Statement Schedules**

See subsection (a) (1) and (2) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on January 30, 2015.

CALAVO GROWERS, INC

By: /s/ Lecil E. Cole
Lecil E. Cole
Chairman of the Board of Directors,

Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on January 30, 2015 by the following persons on behalf of the registrant and in the capacities indicated:

Signature	Title
/s/ Lecil E. Cole Lecil E. Cole	Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)
/s/ Arthur J. Bruno Arthur J. Bruno	Chief Operating Officer, Chief Financial Officer and Corporate Secretary (Principal Financial Officer)
/s/ James E. Snyder James E. Snyder	Corporate Controller (Principal Accounting Officer)
/s/ Donald M. Sanders Donald M. Sanders	Director
/s/ Marc L. Brown Marc L. Brown	Director
/s/ John M. Hunt John M. Hunt	Director
/s/ George H. Barnes George H. Barnes	Director
/s/ Michael A. DiGregorio	Director

Michael A. DiGregorio	
/s/ J. Link Leavens	Director
J. Link Leavens	
/s/ James Helin	Director
James Helin	
/s/ Dorcas H. Thille (McFarlane)	Director
Dorcas H. Thille (McFarlane)	
/s/ Egidio Carbone, Jr	Director
Egidio Carbone, Jr	
/s/ Steven W. Hollister	Director
Steven W. Hollister	
/s/ Harold Edwards	Director
Harold Edwards	
/s/ Scott Van Der Kar	Director
Scott Van Der Kar	

SCHEDULE II

CALAVO GROWERS, INC.

VALUATION AND QUALIFYING ACCOUNTS (in thousands)

	Fiscal year ended October 31:	Balance at beginning of year	Additions(1)	Deductions(2)	Balance at end of year
Allowance for customer deductions	2012	1,796	9,886	8,989	2,693
	2013	2,693	9,722	10,933	1,482
	2014	1,482	11,833	10,290	3,025
Allowance for doubtful accounts	2012	489	130	91	528
	2013	528	62	375	215
	2014	215	143	135	223

(1) Charged to net sales (customer deductions) or costs and expenses (doubtful accounts).
(2) Customer deductions taken or write off of accounts receivables.

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EXHIBIT INDEX

Exhibit Number	Description
2.1	Agreement and Plan of Merger and Reorganization dated as of February 20, 2001 between Calavo Growers, Inc. and Calavo Growers of California.[1]
2.2	Agreement and Plan of Merger dated as of November 7, 2003 Among Calavo Growers, Inc., Calavo Acquisition, Inc., Maui Fresh International, Inc. and Arthur J. Bruno, Robert J. Bruno and Javier J. Badillo[2]
2.3	Stock Purchase Agreement dated as of June 1, 2005, between Limoneira Company and Calavo Growers, Inc.[3]
2.4	Acquisition Agreement between Calavo Growers, Inc., a California corporation and Lecil E. Cole, Eric Weinert, Suzanne Cole-Savard, Guy Cole, and Lecil E. Cole and Mary Jeanette Cole, acting jointly and severally as trustees of the Lecil E. and Mary Jeanette Cole Revocable Trust dated October 19, 1993, also known as the Lecil E. and Mary Jeanette Cole Revocable 1993 Trust dated May 19, 2008 [4]
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2.8	Sale of LLC Interest Agreement dated October 31, 2013 between Calavo Growers, Inc. and San Rafael Distributing, Inc.[24]
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