

Organic To Go Food CORP  
Form 8-K  
May 19, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **May 16, 2008**

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**ORGANIC TO GO FOOD CORPORATION**  
(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-21061**  
(Commission File Number)

**58-2044990**  
(IRS Employee Identification  
No.)

**3317 Third Avenue South  
Seattle, Washington 98134**  
(Address of Principal Executive Offices) (Zip Code)

**(206) 838-4670**  
(Registrant's Telephone Number)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On May 16, 2008, at the 2008 Annual Meeting of Stockholders of Organic To Go Food Corporation (the “Company”), the stockholders of the Company approved an amendment to the Company’s 2007 Equity Participation Plan (the “Plan”), increasing the number of shares of common stock available for grant under the Plan from 3,600,000 shares to 5,600,000 shares.

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**SIGNATURES**

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

**ORGANIC TO GO FOOD CORPORATION**

Date: May 19, 2008

By: /s/ Michael Gats  
Michael Gats  
Chief Financial Officer

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