

BRAVO FOODS INTERNATIONAL CORP
Form SC 13G
February 14, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

BRAVO! FOODS INTERNATIONAL CORP.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

105666101

(CUSIP Number)

December 31, 2005

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

Continued on following pages
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SCHEDULE 13G

CUSIP No.: 105666101

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-
1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
- MAGNETAR FINANCIAL LLC
-
2. Check the Appropriate Box if a Member of a Group
- (a) ☐
- (b) ☐
-
3. SEC Use Only
-
4. Citizenship or Place of Organization
- Delaware
-
- | | | | |
|--------------------|-------|--------------------------|------------|
| Number of Shares | 5. | Sole Voting Power | 13,750,000 |
| Beneficially Owned | | | |
| by Each Reporting | 6. | Shared Voting Power | 0 |
| Person With | | | |
| | 7. | Sole Dispositive Power | 13,750,000 |
| | | | |
| | 8. | Shared Dispositive Power | 0 |
| | | | |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
- 13,750,000
-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)
- ☐
-
11. Percent of Class Represented by Amount in Row (9)
- 9.5% based on 141,253,751 shares outstanding as of November 10, 2005.
-
12. Type of Reporting Person:
- IA; OO

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-
1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
- MAGNETAR CAPITAL PARTNERS LLC
-
2. Check the Appropriate Box if a Member of a Group

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(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares 5. Sole Voting Power 0

Beneficially Owned 6. Shared Voting Power 13,750,000

by Each Reporting Person With 7. Sole Dispositive Power 0

8. Shared Dispositive Power 13,750,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,750,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions)

☐

11. Percent of Class Represented by Amount in Row (9)

9.5% based on 141,253,751 shares outstanding as of November 10, 2005.

12. Type of Reporting Person:

HC; OO

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SUPERNOVA MANAGEMENT LLC

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware

Number of Shares	5.	Sole Voting Power	0
Beneficially Owned			
by Each Reporting	6.	Shared Voting Power	13,750,000
Person With			
	7.	Sole Dispositive Power	0
			
	8.	Shared Dispositive Power	13,750,000
.....			
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	13,750,000		
.....			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
	[]		
.....			
11.	Percent of Class Represented by Amount in Row (9)		
	9.5% based on 141,253,751 shares outstanding as of November 10, 2005.		
.....			
12.	Type of Reporting Person:		
	HC; OO		

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1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).		
	ALEC N. LITOWITZ		
.....			
2.	Check the Appropriate Box if a Member of a Group		
	(a) []		
	(b) []		
.....			
3.	SEC Use Only		
.....			
4.	Citizenship or Place of Organization		
	United States of America		
.....			
Number of Shares	5.	Sole Voting Power	0
Beneficially Owned			
by Each Reporting	6.	Shared Voting Power	13,750,000
Person With			
	7.	Sole Dispositive Power	0
			
	8.	Shared Dispositive Power	13,750,000

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.....
9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,750,000
.....
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

[]
.....
11. Percent of Class Represented by Amount in Row (9)

9.5% based on 141,253,751 shares outstanding as of November 10, 2005.
.....
12. Type of Reporting Person:

HC

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Item 1(a). Name of Issuer:

Bravo! Foods International Corp. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

11300 U.S. Highway 1, Suite 202, North Palm Beach, FL 33408.

Item 2(a). Name of Person Filing

This Statement is filed on behalf of each of the following
persons (collectively, the "Reporting Persons"):

i) Magnetar Financial LLC ("Magnetar Financial");

ii) Magnetar Capital Partners LLC ("Magnetar Capital
Partners");

iii) Supernova Management LLC ("Supernova Management"); and

iv) Alec N. Litowitz ("Mr. Litowitz").

This Statement relates to Shares (as defined herein) and
warrants to purchase Shares held for the account of Magnetar Capital Master Fund
Ltd, a Cayman Islands exempted company ("Magnetar Capital Master Fund").
Magnetar Financial serves as investment adviser to Magnetar Capital Master Fund.
Magnetar Capital Partners serves as the sole member and parent holding company
of Magnetar Financial. Magnetar Financial is a registered investment adviser
under Section 203 of the Investment Advisers Act of 1940, as amended. In such
capacity, Magnetar Financial exercises voting and investment power over the
Shares held for the account of Magnetar Capital Master Fund. Supernova
Management is the controlling member of Magnetar Capital Partners. The manager
of Supernova Management is Mr. Litowitz.

Item 2(b). Address of Principal Business Office or, if none, Residence

The address of the principal business office of each of
Magnetar Financial, Magnetar Capital Partners, Supernova Management, and Mr.
Litowitz is 1603 Orrington Avenue, 13th Floor, Evanston, Illinois 60210.

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Item 2(c). Citizenship

 i) Magnetar Financial is a Delaware limited liability company;

 ii) Magnetar Capital Partners is a Delaware limited liability company;

 iii) Supernova Management is a Delaware limited liability company; and

 iv) Mr. Litowitz is a citizen of the United States of America.

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Item 2(d). Title of Class of Securities:

 Common Stock, \$0.001 par value per share (the "Shares").

Item 2(e). CUSIP Number:

 105666101

Item 3. If This Statement is Filed Pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:

As of February 6, 2006, each of Magnetar Financial, Magnetar Capital Partners, Supernova Management and Mr. Litowitz may be deemed to be the beneficial owners of the 13,750,000 Shares held for the account of the Magnetar Capital Master Fund. This amount consists of: (A) 10,000,000 Shares held for the account of Magnetar Capital Master Fund; and (B) 3,750,000 Shares issuable upon the conversion of certain warrants held for the account of Magnetar Capital Master Fund.

Item 4(b). Percent of Class:

The number of Shares of which each of Magnetar Financial, Magnetar Capital Partners, Supernova Management and Mr. Litowitz may be deemed to be the beneficial owners constitutes approximately 9.5% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recent quarterly report on Form 10-QSB, there were approximately 141,253,751 Shares outstanding as of November 10, 2005).

Item 4(c). Number of Shares of which such person has:

Magnetar Financial:

(i) Sole power to vote or direct the vote:	13,750,000
(ii) Shared power to vote or direct the vote:	0
(iii) Sole power to dispose or direct the disposition of:	13,750,000

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(iv) Shared power to dispose or direct the disposition of: 0

Magnetar Capital Partners, Supernova Management, and Mr. Litowitz:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 13,750,000

(iii) Sole power to dispose or direct the disposition of: 0

(iv) Shared power to dispose or direct the disposition of: 13,750,000

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Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,

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the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LLC
As Sole Member

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz
Title: Manager

Date: February 14, 2006

MAGNETAR CAPITAL PARTNERS LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz
Title: Manager

Date: February 14, 2006

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz
Title: Manager

Date: February 14, 2006

ALEC N. LITOWITZ

/s/ Alec N. Litowitz

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EXHIBIT INDEX

Ex.		Page No.
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A.	Joint Filing Agreement, dated February 14, 2006 by and among Magnetar Financial LLC, Magnetar Capital Partners LLC, Supernova Management LLC, and Alec N. Litowitz.....	11

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Bravo! Foods International Corp. dated as of February 14, 2006 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of

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each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 14, 2006

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LLC
As Sole Member

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz
Title: Manager

Date: February 14, 2006

MAGNETAR CAPITAL PARTNERS LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz
Title: Manager

Date: February 14, 2006

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz
Title: Manager

Date: February 14, 2006

ALEC N. LITOWITZ

/s/ Alec N. Litowitz
