

BARFRESH FOOD GROUP INC.

Form SC 13D/A

October 13, 2015

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Barfresh Food Group Inc.
(Name of Issuer)

Common Stock, par value \$0.000001 per share
(Title of Class of Securities)

067532101
(CUSIP Number)

Kenneth Nadel
Wolverine Asset Management, LLC
175 W. Jackson Blvd., Suite 340
Chicago, Illinois 60604
(312) 884-4400
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy To:

Michael A. Adelstein, Esq.
Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
(212) 808-7540

October 8, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Edgar Filing: BARFRESH FOOD GROUP INC. - Form SC 13D/A

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Wolverine Asset Management, LLC
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)ý

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (see Item 3)
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ..
 PURSUANT TO
 ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

7 SOLE VOTING POWER
 0
 SHARED VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6,000,000 shares (including 2,000,000 shares issuable upon exercise of Warrants)
 (see Item 5(a) below)
 SOLE DISPOSITIVE POWER

9 0
 SHARED DISPOSITIVE POWER

10 6,000,000 shares (including 2,000,000 shares issuable upon exercise of Warrants)
 (see Item 5(a) below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,000,000 shares (including 2,000,000 shares issuable upon exercise of Warrants) (see Item 5(a) below)
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ..
 CERTAIN SHARES
 (SEE INSTRUCTIONS)

12

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.5% (see Item 5(a) below)

TYPE OF REPORTING PERSON

14

IA

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Wolverine Holdings, L.P.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (b)ý

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (see Item 3)
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
 IS REQUIRED PURSUANT TO

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

6,000,000 shares (including
 2,000,000 shares issuable upon
 exercise of Warrants)
 (see Item 5(a) below)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE
 POWER

6,000,000 shares (including
 2,000,000 shares issuable upon
 exercise of Warrants)
 (see Item 5(a) below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON

6,000,000 shares (including 2,000,000 shares issuable upon
 exercise of Warrants) (see Item 5(a) below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) ..
 EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW (11)

7.5% (see Item 5(a) below)

14 TYPE OF REPORTING PERSON

HC

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Wolverine Trading Partners, Inc.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..
 (b) ý

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (see Item 3)
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS ..
 REQUIRED PURSUANT TO
 ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

7 SOLE VOTING POWER

8 0
 SHARED VOTING POWER

9 NUMBER OF
 SHARES 6,000,000 shares (including 2,000,000
 BENEFICIALLY 6,000,000 shares (including 2,000,000
 OWNED BY EACH 6,000,000 shares (including 2,000,000
 REPORTING 6,000,000 shares (including 2,000,000
 PERSON WITH 6,000,000 shares (including 2,000,000
 SHARES 6,000,000 shares (including 2,000,000
 6,000,000 shares (including 2,000,000
 shares issuable upon exercise of Warrants)
 (see Item 5(a) below)

10 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

11 6,000,000 shares (including 2,000,000 shares issuable upon exercise of
 Warrants) (see Item 5(a) below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ..
 CERTAIN SHARES
 (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.5% (see Item 5(a) below)
TYPE OF REPORTING PERSON

14

CO/HC

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Christopher L. Gust
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (see Item 3)
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

6,000,000 shares (including 2,000,000 shares issuable upon exercise of Warrants) (see Item 5(a) below)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

6,000,000 shares (including 2,000,000 shares issuable upon exercise of Warrants) (see Item 5(a) below)

10 SHARED DISPOSITIVE POWER

6,000,000 shares (including 2,000,000 shares issuable upon exercise of Warrants) (see Item 5(a) below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000 shares (including 2,000,000 shares issuable upon exercise of Warrants) (see Item 5(a) below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.5% (see Item 5(a) below)

TYPE OF REPORTING PERSON

14

IN/HC

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Robert R. Bellick
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)ý

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (see Item 3)
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS ..
 REQUIRED PURSUANT TO ITEM 2(D)
 OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

6,000,000 shares (including 2,000,000
 shares issuable upon exercise of Warrants)
 (see
 Item 5(a) below)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

6,000,000 shares (including 2,000,000
 shares issuable upon exercise of Warrants)
 (see
 Item 5(a) below)

10 SHARED DISPOSITIVE POWER

6,000,000 shares (including 2,000,000
 shares issuable upon exercise of Warrants)
 (see
 Item 5(a) below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 6,000,000 shares (including 2,000,000 shares issuable upon exercise of
 Warrants) (see Item 5(a) below) ..

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.5% (see Item 5(a) below)

TYPE OF REPORTING PERSON

14

IN/HC

CUSIP No. 067532101

Page 7 of 10 Pages

EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the “Amendment No. 1”) amends the Schedule 13D filed on March 23, 2015 [File Number 005- 87567] (the “Original Schedule 13D”, and as amended by this Amendment No. 1, the “Schedule 13D”), on behalf of the Reporting Persons named in Item 2(a) below. Unless specifically amended hereby, the disclosures set forth in the Original Schedule 13D shall remain unchanged. All capitalized terms not otherwise defined in this Amendment shall have the meanings attributed to such terms in the Original Schedule 13D.

ITEMIDENTITY AND BACKGROUND

2.

(a) – (c) This statement is being filed by Wolverine Asset Management, LLC (“WAM”), Wolverine Holdings, L.P. (“WH”), Wolverine Trading Partners, Inc. (“WTP”), Christopher L. Gust, and Robert R. Bellick (WAM, WH, WTP, and Messrs. Gust and Bellick, collectively, the “Reporting Persons”). The filing of this statement on Schedule 13D and any future amendments hereto, and the inclusion of information herein and therein, shall not be construed as an admission that any of the Reporting Persons, for the purpose of Section 13(d) of the Act or otherwise, is the beneficial owner of any shares of the Common Stock. The Reporting Persons have entered into a joint filing agreement, dated as of October 13, 2015, a copy of which is filed herewith as Exhibit 99.1.

WAM, an Illinois limited liability company, whose business address is 175 W. Jackson Blvd., Suite 340, Chicago, Illinois 60604, is the investment manager of affiliated private investment funds. WH, an Illinois limited partnership, whose business address is 175 W. Jackson Blvd., Suite 200, Chicago, Illinois 60604, is the sole member and manager of WAM. WTP, an Illinois corporation, whose business address is 175 W. Jackson Blvd., Suite 200, Chicago, Illinois 60604, is the general partner of WH. Mr. Bellick is a natural person whose business address is 175 West Jackson Blvd., Suite 200, Chicago, Illinois 60604. Mr. Gust is a natural person whose business address is 175 West Jackson Blvd., Suite 340, Chicago, Illinois 60604. Each of Mr. Bellick and Mr. Gust may be deemed to control WTP.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws, except as follows. WAM is subject to an SEC administrative order dated October 8, 2015, File No. 3-16890. Without admitting or denying the findings in the Order that WAM violated Section 204A of the Investment Advisers Act of 1940, WAM has agreed to cease and desist from committing or causing any future violations of such provision, disgorge profits of approximately \$365,000 and pay prejudgment interest of approximately \$39,000, and pay a civil penalty of \$375,000. No fines or disgorgements have been paid by WAM’s advisory clients and WAM and its affiliates took prompt steps to enhance policies and procedures relating to information barriers. The Order did not include any finding that (i) the trading itself by WAM was improper, (ii) any individuals at WAM committed any violations of the federal securities laws, or (iii) there was any harm to any WAM investor.

(f) WAM is an Illinois limited liability company. WH is an Illinois limited partnership. WTP is an Illinois corporation. Messrs. Bellick and Gust are citizens of the United States.

CUSIP No. 067532101

Page 8 of 10 Pages

ITEM
5. INTEREST IN SECURITIES OF THE ISSUER

(a) Items 8, 10, 11 and 13 of the cover pages of this Schedule are incorporated herein by reference. The securities reported on this Schedule consist of 4,000,000 shares of Common Stock and Warrants to purchase an additional 2,000,000 shares of Common Stock.

The beneficial ownership reported in Item 13 of the cover pages to this Schedule was calculated by dividing (i) the sum of (a) 4,000,000 shares of Common Stock plus (b) 2,000,000 shares of Common Stock issuable upon exercise of the Warrants by (ii) the sum of (a) 78,229,533 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's quarterly report on Form 10-Q filed on August 14, 2015, plus (b) 2,000,000 shares of Common Stock issuable upon exercise of the Warrants.

The Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own, as determined in accordance with Section 13(d) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, including, without limitation, any beneficial ownership determinations based on any Reporting Persons being deemed part of a group for purposes of Section 13(d), more than 9.99% of the number of shares of Common Stock then issued and outstanding.

(b) Each of the Reporting Persons share power to direct the vote and/or to direct the disposition of the securities reported herein, and none of the Reporting Persons has sole power to vote or direct the vote or sole power to dispose or direct the disposition of the securities reported herein. WAM, as investment manager of the Flagship Fund, is deemed to have beneficial ownership of the securities reported herein. The sole member and manager of WAM is WH. Bellick and Gust may be deemed to control WTP, the general partner of WH.

(c) The transactions described in Item 4 herein, which are incorporated by reference into this Item 5(c), represent all of the transactions in the securities of the Issuer that were effected in the past sixty days by the Reporting Persons. Except as set forth in Item 4, within the last 60 days, no reportable transactions were effected by any Reporting Person.

(d) The Flagship Fund is known to have the right to receive the receipt of dividends from, or the proceeds from the sale of, the securities covered by this statement that are beneficially owned by WAM.

(e) Not applicable.

ITEM
7. MATERIAL TO BE FILED AS EXHIBITS

The following documents are filed as exhibits:

EXHIBITS

99.1 Joint Filing Agreement, among Wolverine Asset Management, LLC, Wolverine Holdings, L.P., Wolverine Trading Partners, Inc., Christopher L. Gust, and Robert R. Bellick.

99.2

Securities Purchase Agreement, dated March 13, 2015, by and among the Issuer and the investors party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Issuer on March 16, 2015).

CUSIP No. 067532101

Page 9 of 10 Pages

- 99.3 Form of Warrant of the Issuer (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by Issuer on March 16, 2015).
- 99.4 Registration Rights Agreement, dated March 13, 2015, by and among the Issuer and the investors party thereto (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Issuer on March 16, 2015).
-

CUSIP No. 067532101

Page 10 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each certifies that the information set forth in this statement is true, complete and correct.

Dated: October 13, 2015

Wolverine Asset
Management, LLC

/s/ Kenneth L. Nadel
Signature

Kenneth L. Nadel,
Chief Operating
Officer
Name/Title

Wolverine Holdings,
L.P.

/s/Christopher L. Gust
Signature

Christopher L. Gust,
Managing Director
Name/Title

Wolverine Trading
Partners, Inc.

/s/Christopher L. Gust
Signature

Christopher L. Gust,
Authorized Signatory
Name/Title

/s/Christopher L. Gust
Christopher L. Gust

/s/ Robert R. Bellick
Robert R. Bellick