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BRAVO FOODS INTERNATIONAL CORP
Form S-8
December 23, 2004

As filed with the Securities and Exchange Commission
on December 23, 2004 Reg. No. 33

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BRAVO! FOODS INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

62-1681831
(I.R.S. Employer
identification No.)

11300 US Highway 1, Suite 202
North Palm Beach, Florida 33408
(561) 625-1411
(Address of principal executive offices)

COMMON STOCK COMPENSATION AGREEMENTS

Roy G. Warren.
Chief Executive Officer
11300 US Highway 1, Suite 202
North Palm Beach, Florida 33408
(Name and address of agent for service)
(561) 625-1411
(Telephone number, including area code of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be Registered | Proposed maximum offering price per share | Proposed maximum Aggregate offering Price | Amount of registration fee |
|---|----------------------------|--|--|----------------------------------|
| Common Stock (par value .001) | 9,095,105 | \$0.19 | \$1,728,070 | \$218.95 |
| Common Stock underlying options | 150,000 | \$0.25 | \$ 37,500 | \$ 4.75 |
| Total | | | | \$223.70 |

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Estimated solely for the purpose of determining the amount of registration fee and pursuant to Rules 457(c) and 457 (h) of the General Rules and Regulations under the Securities Act of 1993, based upon the average of the bid and ask price of the Company's common stock existing at December 22, 2004.

PART I

INFORMATION REQUIRED IN THIS SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the registration statement in accordance with Rule 428 under the Securities Act of 1933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by Bravo! Foods International Corp. (formerly China Premium Food Corporation) with the Securities and Exchange are incorporated by reference herein:

(a) the Company's annual report on Form 10-KSB for the fiscal year ended December 31, 2003 (Commission File No. 0-25039);

(b) all other reports filed by the Company pursuant to Section 13(a) or Section 15 (d) of the Securities Exchange Act of 1934, as amended, since December 31, 2001, through the date hereof;

(c) the Company's Form 10SB12G/A, file No. 000-25039 dated March 12, 1999, filed pursuant to Section 12 of the Exchange Act, in which there is described the terms, rights and provisions applicable to the Company's outstanding Common Stock;

(d) any document filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all shares of Common Stock registered hereunder have been sold or that deregisters all such shares of common Stock then remaining unsold, such documents being deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not applicable.

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Item 5. Interests of Named Experts and Counsel

Roy D. Toulan, Jr., General Counsel to the Company is passing upon the validity of the common stock being registered. Mr. Toulan owns 115,000 shares of the Company's common stock and will receive an additional 900,121 shares (100,000 of which have been previously reported, but not issued) pursuant to this registration statement for non-fund raising legal services rendered as an employee of the Company.

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Item 6. Indemnification of Directors and Officers

The Company's Certificate of Incorporation provides that the Company "shall be empowered to indemnify" to the full extent of its power to do so, all directors and officers, pursuant to the applicable provisions of the Delaware General Corporation Law. We anticipate that the Company will indemnify its officers and directors to the full extent permitted by law.

Section 145 of the Delaware General Corporation Law provides in relevant part as follows:

(1) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed

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to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in 1) or (2) of this subsection, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in

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his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Insofar as indemnification by the Company for liabilities arising under the Securities Act may be permitted to officers and directors of the Company pursuant to the foregoing provisions or otherwise, we are aware that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed - Not applicable.

Item 8. Exhibits - Index

Exhibit

| | |
|-----|-------------|
| No. | Description |
|-----|-------------|

| | |
|-----|--|
| 5.1 | Opinion of Counsel, regarding the legality of the securities registered hereunder. |
|-----|--|

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| 23.1 | Consent of Independent Public Accountants Consent of Counsel (included as part of Exhibit 5.1) |
|------|---|

Exhibit

| | |
|-----|-------------|
| No. | Description |
|-----|-------------|

| |
|-----------------------|
| Employee / Consultant |
|-----------------------|

Common

Shares

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| | | | |
|------|---|---|-----------|
| 99.1 | Secretary's Certificate of Vote of Board of Directors (issue common for options) | Arthur W. Blanding - Director | 170,000 |
| | | Robert J. Cummings - Director | 255,000 |
| | | Paul Downes - Director | 205,000 |
| | | Michael Edwards - VP | 600,000 |
| | | Stanley A. Hirschman - Director | 100,000 |
| | | Tommy E. Kee - CFO (1) | 300,000 |
| | | John J. McCormack - Director | 205,000 |
| | | Benjamin Patipa - VP | 300,000 |
| | | Phillip Pearce - Director | 205,000 |
| | | Roy D. Toulan, Jr. VP- General Counsel (2) | 300,000 |
| | | Roy Warren - CEO, Director (3) | 2,755,000 |
| 99.2 | Secretary's Certificate of Vote of Board of Directors (issue common in lieu of 10% of salary) | Roy Warren - CEO | 291,282 |
| | | Tommy E. Kee - CFO | 87,385 |
| | | Roy D. Toulan, Jr. VP- General Counsel | 196,615 |
| | | Michael Edwards - VP | 149,282 |
| | | Benjamin Patipa - VP | 87,385 |
| | | Bryce Boynton | 29,128 |
| | | Nicole Warren | 21,486 |
| 99.3 | Employment Contract (2) | Roy D. Toulan, Jr. VP- General Counsel (4) | 100,000 |
| 99.4 | Employment Contract | Michael Edwards - VP (5) | 116,189 |
| 4 | | | |
| 99.5 | Secretary's Certificate of Vote of Board of Directors (issue common in lieu of cash - consultants and non-fund raising service providers) | Joseph Zappulla - public relations | 111,111 |
| | | Stanley Harris - marketing | 75,227 |
| | | David Uhlman - operations | 40,000 |

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| | | | |
|------|--|---|---|
| | | Timothy Preuniger - operations | 50,000 |
| | | Roy D. Toulan, Jr. - legal | 303,506 |
| | | Marc J. Ross - legal | 250,000 |
| 99.6 | Secretary's Certificate of Vote of Board of Directors (issue common in lieu of cash - consultants) | Tim Ransom | Options for 150,000 shares @ \$0.25/share |
| 99.7 | Consultant Agreements | Knightsbridge Capital, LLC, alter ego for Robert Press, financial advisor; corporate planning | 250,000 |
| 99.8 | | Black Dog Communications Group, Inc., alter ego for Shep Doniger, public relations | 41,509 |
| 99.9 | | Geoffrey Eiten, strategic planning | 1,500,000 |