

GORDON DAVID  
Form 4/A  
May 08, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GORDON DAVID**

(Last) (First) (Middle)

**C/O COFFEE HOLDING CO.,  
INC., 3475 VICTORY  
BOULEVARD**

(Street)

**STATEN ISLAND, NY 10314**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**COFFEE HOLDING CO INC [JVA]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**05/01/2012**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**05/03/2012**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.001 par value	05/01/2012		S	62,344 (1)	D \$ 9.16 (2)	452,564 (3)	D (6)
Common Stock, \$0.001 par value	05/01/2012		S	19,648	D \$ 9.12 (1)	100,352	I See Footnote 4 and 6 (4) (6)
Common Stock, \$0.001 par	05/02/2012		S	3,369	D \$ 9.01 (5)	449,195 (3)	D (6)

value

Common

Stock,

\$0.001 par

value

05/02/2012

S

724

D

\$

9.01

99,628

I

See

Footnote 4

and 6 (4) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON DAVID C/O COFFEE HOLDING CO., INC. 3475 VICTORY BOULEVARD STATEN ISLAND, NY 10314	X	X	Vice President	

## Signatures

/s/ David  
Gordon

05/08/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The purpose of this amendment (the "Amendment") is to correct a typo in the number that was stated in the Form 4 filed with the SEC on May 3, 2012 (the "Form 4"). The Reporting Person sold 62,344 shares in this transaction rather than 64,344 as was stated in the Form 4.  
  
This transaction was executed in multiple trades at prices ranging from \$9.00 to \$9.54. The price reported above reflects the weighted  
(2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.  
  
This Amendment also correctly reflects the number of shares owned by the Reporting Person after each direct transaction. The Form 4  
(3) erroneously excluded a deduction of 15,000 shares gifted by the Reporting Person on October 17, 2011 and subsequently reported in the Reporting Person's Form 5 filed with the SEC on January 11, 2012.  
(4) The Reporting Person beneficially owns 99,628 shares indirectly as custodian for his minor children and 449,195 shares directly.  
  
This transaction was executed in multiple trades at prices ranging from \$9.00 to \$9.03. The price reported above reflects the weighted  
(5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.  
(6) The transactions reported on the Form 4 and subsequently updated by this Amendment were executed pursuant to the Reporting Person's previously disclosed Rule 10b5-1 trading plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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