

CALAVO GROWERS INC  
Form 8-K  
January 30, 2012

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report: January 30, 2012**

**Date of earliest event reported: January 26, 2012**

**CALAVO GROWERS, INC.**

(Exact Name of Registrant as Specified in Charter)

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(State or Other Jurisdiction

(Commission

(IRS Employer

of Incorporation)

File Number)

Identification No.)

1141-A Cummings Road, Santa Paula, California 93060

(Address of Principal Executive Offices) (Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Registrant's telephone number, including area code: (805) 525-1245

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:

- .. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (e) On January 26, 2012, in recognition of the extraordinary contributions that Mr. Lecil E. Cole has made to our financial success and in order to encourage Mr. Cole to continue to serve as our Chief Executive Officer and President, Calavo Growers, Inc. (we) entered into a retention bonus agreement with Mr. Cole pursuant to which we will pay Mr. Cole a bonus of \$100,000 for each of the quarters in our 2012 fiscal year in which Mr. Cole continues to serve as our Chief Executive Officer and President as of the last day of each fiscal quarter. We have the option to extend the agreement for one fiscal year.

The preceding summary is qualified by reference to the full text of the retention bonus agreement, a copy of which is filed as Exhibit 10.1 and incorporated herein.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits

10.1 Retention Bonus Agreement.

**SIGNATURE**

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.

Calavo Growers, Inc.

January 30, 2012

By: /s/ Lecil E. Cole  
Lecil E. Cole

Chairman of the Board of Directors, Chief Executive Officer and

President

(Principal Executive Officer)