

CALAVO GROWERS INC

Form 8-K

October 24, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

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

Date of report (Date of earliest event reported): **October 22, 2002**

**CALAVO GROWERS, INC.**

(Exact Name of Registrant as Specified in Charter)

**California**

**000-33385**

**33-0945304**

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(State or Other  
Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**2530 Red Hill Avenue, Santa Ana, California 92705**

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(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: **(949) 223-1111**

Not Applicable

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

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EXHIBIT 99.1

EXHIBIT 99.2

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**Item 5. Other Events**

On October 22, 2002, the Board of Directors of Calavo Growers, Inc. voted in favor of amending the Company's Bylaws. The Amended and Restated Bylaws amend Article II of the Bylaws in its entirety by, among other things, establishing a nomination process whereby a person intending to run for a Board of Directors seat would be required to provide timely notification to the Company. The Amended and Restated Bylaws are provided in this Current Report as Exhibit 99.1.

**Item 7. Exhibits**

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Exhibits
  - 99.1 Amended and Restated Bylaws of Calavo Growers, Inc., a California Corporation
  - 99.2 Press Release dated October 24, 2002, of the Registrant.

**Item 9. Regulation FD Disclosure**

On October 24, 2002, Calavo Growers, Inc. issued a press release, a copy of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

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**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.

October 24, 2002

Calavo Growers, Inc.,

By: /s/ Lecil E. Cole

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Lecil E. Cole  
Chairman of the Board of Directors, Chief Executive Officer  
and President  
(Principal Executive Officer)

/s/ Wolfgang P. Hombrecher

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Wolfgang P. Hombrecher  
Vice President Finance and Corporate Secretary  
(Principal Financial Officer)

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