

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BARFRESH FOOD GROUP INC.

Form: 4

Date Filed: 2018-03-07

Corporate Issuer CIK: 1487197

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person Tesoriero Joseph S.		2. Issuer Name and Ticker or Trading Symbol BARFRESH FOOD GROUP INC. [BRFH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer	
8383 WILSHIRE BOULEVARD, SUITE 750		3. Date of Earliest Transaction (Month/Day/Year) 06/12/2017			
BEVERLY HILLS, CA 90211		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/12/2017		A		175,000	A	(1)	278,258	D	
Common Stock	12/15/2017		A		18,044	A	(2)	296,302	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Stock Option (right to buy)	\$ 0.77	07/05/2017		A		300,000	(3)	07/05/2025	Common Stock	300,000	(3)	300,000	D	
Stock Option (right to buy)	\$ 0.55	09/15/2017		A		175,000	(4)	09/15/2025	Common Stock	175,000	(4)	175,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tesoriero Joseph S. 8383 WILSHIRE BOULEVARD, SUITE 750 BEVERLY HILLS, CA 90211			Chief Financial Officer	

Signatures

/s/ Joe Tesoriero 03/07/2018
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) Represents vesting of restricted stock award granted on May 8, 2015 pursuant to the reporting persons' executive employment contract.
- (2) Represents vesting of 18,044 shares subject to a restricted stock award granted on December 12, 2016.
- (3) Options granted by the compensation committee in recognition of executive's performance. Option vests in equal amounts annually over three years beginning on the grant date.
- (4) Performance options granted pursuant to executive employment agreement. Option vests in equal amounts annually over three years beginning on the first anniversary of the grant date.

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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				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 0.77	07/05/2017		A		300,000	(3)	07/05/2025	Common Stock	300,000	(3)	300,000	D	
Stock Option (right to buy)	\$ 0.55	09/15/2017		A		175,000	(4)	09/15/2025	Common Stock	175,000	(4)	175,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tesoriero Joseph S. 8383 WILSHIRE BOULEVARD, SUITE 750 BEVERLY HILLS, CA 90211			Chief Financial Officer	

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