

DANIELS KEITH STEPHEN  
 Form 3  
 February 07, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|                                                                 |         |                                      |                                                                        |                                                      |
|-----------------------------------------------------------------|---------|--------------------------------------|------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person *                       |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |                                                      |
| Â DANIELS KEITH STEPHEN                                         |         | (Month/Day/Year)                     | ASCENDIA BRANDS, INC. [ASCB]                                           |                                                      |
| (Last)                                                          | (First) | (Middle)                             | 02/04/2008                                                             |                                                      |
| C/O ASCENDIA BRANDS, INC., Â 100 AMERICAN METRO BLVD, SUITE 108 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                                        |         |                                      | (Check all applicable)                                                 |                                                      |
| HAMILTON, Â NJ Â 08619                                          |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (City)                                                          | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|                                                                 |         |                                      | (give title below) (specify below)                                     |                                                      |
|                                                                 |         |                                      | Exec. V.P. & CFO                                                       |                                                      |
|                                                                 |         |                                      | 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 Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| COMMON STOCK                    | 75,000                                                | D                                                        | Â                                                     |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|

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| Date Exercisable   | Expiration Date | Title | Amount or Number of Shares | Security          | Direct (D) or Indirect (I) (Instr. 5) |
|--------------------|-----------------|-------|----------------------------|-------------------|---------------------------------------|
| OPTION TO PURCHASE | Â (1)           | Â (2) | COMMON STOCK               | 2,556,818 \$ 0.44 | D Â                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships |           |                    |       |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                                                | Director      | 10% Owner | Officer            | Other |
| DANIELS KEITH STEPHEN<br>C/O ASCENDIA BRANDS, INC.<br>100 AMERICAN METRO BLVD, SUITE 108<br>HAMILTON, NJ 08619 | Â             | Â         | Â Exec. V.P. & CFO | Â     |

## Signatures

/s/ Keith S. Daniels 02/07/2008

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Mr. Daniels holds unvested options to purchase 2,556,818 shares of the common stock of Ascendia Brands, Inc. at an exercise price of
- (1) \$0.44 per share of common stock. Such options vest in six equal installments, on May 1, 2008, October 31, 2008, May 2, 2009, October 31, 2009, May 1, 2010 and October 31, 2010.
  - (2) All unexercised options expire October 31, 2017, or earlier, upon a termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.