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COFFEE HOLDING CO INC
Form 10KSB/A
August 26, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549-1004

FORM 10-KSB/A

AMENDMENT NO. 1

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

For the fiscal year ended October 31, 2003

OR

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

For the transition period from _____ to _____.

Commission file No. 333-00588-NY

COFFEE HOLDING CO., INC.
(Exact name of registrant as specified in its charter)

NEVADA

11-2238111

(state or other jurisdiction of incorporation or organization) (IRS employer identification number)

4401 First Avenue, Brooklyn, New York
(address of principal executive offices)

11232-0005
(zip code)

Registrant's telephone number, including area code (718) 832-0800

Securities registered pursuant to Section 12(b) of the Act:

None
(Title of Class)

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [X]

The issuer's revenues for the year ended October 31, 2003 were \$20,239,867.

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The aggregate market value of the voting common stock held by non-affiliates of the Registrant cannot be determined as the common stock is not quoted or listed on any quotation system or market.

As of December 31, 2003, the Registrant had 3,999,650 shares of common stock, par value \$.001 per share, outstanding.

EXPLANATORY NOTE

This Amendment No. 1 to our Annual Report on Form 10-KSB/A for the fiscal year ended October 31, 2003, as originally filed on January 29, 2004, is being filed solely to amend the Exhibit Index included in Item 13.

Except as described above, no other changes have been made to the Annual Report on Form 10-KSB. This Amendment No. 1 to our Annual Report on Form 10-KSB/A does not otherwise attempt to update the information set forth in the original filing of the Annual Report on Form 10-KSB.

ITEM 13. EXHIBIT, LIST AND REPORTS ON FORM 8-K

(c) Exhibits. (Filed herewith unless otherwise noted)

EXHIBIT NO. -----	DESCRIPTION -----
2.1	Agreement and Plan of Merger by and Among Transpacific International Group Corp. and Coffee Holding Co., Inc. (incorporated herein by reference to Exhibit 2 to Post-Effective Amendment No. 1 to the Registration Statement on Form SB-2 (file No. 333-00588-NY) as filed with the Commission on November 10, 1997).
3.1	Articles of Incorporation of Coffee Holding Co., Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the Coffee Holding Co., Inc. Annual Report on Form 10-KSB for the year ended October 31, 2002, filed with the Securities and Exchange Commission on February 13, 2003).
3.2	Certificate of Amendment of Articles of Incorporation of Coffee Holding Co., Inc. (incorporated herein by reference to Exhibit 3.2 to the Coffee Holding Co., Inc. Quarterly Report on Form 10-Q for the quarter ended April 30, 1998).
3.3	Coffee Holding Co., Inc. By-Laws, as amended (incorporated herein by reference to Exhibit 3.3 to the Coffee Holding Co., Inc. Quarterly Report on Form 10-Q for the quarter ended April 30, 1998).
4.1	Form of Stock Certificate of Coffee Holding Co., Inc. (incorporated herein by reference to Exhibit 4.1 to the Coffee Holding Co., Inc. Annual Report on Form 10-KSB for the year ended October 31, 2002, filed with the Securities and Exchange Commission on February 13, 2003).

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- 10.1 Lease with T&O Management Corp. dated August 15, 1997 (incorporated herein by reference to Exhibit 10.1 to the Coffee Holding Co., Inc. Quarterly Report on Form 10-Q for the quarter ended April 30, 1998).
- 10.2 1998 Stock Option Plan (incorporated herein by reference to Exhibit 10.2 to the Coffee Holding Co., Inc. Quarterly Report on Form 10-Q for the quarter ended April 30, 1998).
- 10.3 Loan and Security Agreement dated as of November 21, 1997 between Coffee Holding Co., Inc. and NationsCredit Commercial Corporation (incorporated herein by reference to Exhibit 10.3 to the Coffee Holding Co., Inc. Annual Report on Form 10-K for the fiscal year ended October 31, 2000).
- 10.4 First Amendment to Loan and Security Agreement dated as of May 22, 1998 between Coffee Holding Co., Inc. and NationsCredit Commercial Corporation (incorporated herein by reference to Exhibit 10.4 to the Coffee Holding Co., Inc. Annual Report on Form 10-K for the fiscal year ended October 31, 2000).
- 10.5 Second Amendment dated as of November 29, 2000 to Loan and Security Agreement between Coffee Holding Co., Inc. and Wells Fargo Business Credit, Inc., as assignee (incorporated herein by reference to Exhibit 10.5 to the Coffee Holding Co., Inc. Annual Report on Form 10-K for the fiscal year ended October 31, 2000).
- 10.6 Term Note dated as of November 29, 2000 made by Coffee Holding Co., Inc. in favor of Wells Fargo Business Credit, Inc., in the principal amount of \$600,000 (incorporated herein by reference to Exhibit 10.6 to the Coffee Holding Co., Inc. Annual Report on Form 10-K for the fiscal year ended October 31, 2000).
- 10.7 Third Amendment dated as of October 1, 2002 to Loan and Security Agreement between Coffee Holding Co., Inc. and Wells Fargo Business Credit, Inc., as assignee (incorporated herein by reference to Exhibit 10.7 to Amendment No. 1 to the Coffee Holding Co., Inc. Registration Statement on Form SB-2/A, filed with the Securities and Exchange Commission on August 12, 2004).
- 10.8 Term Note dated as of October 1, 2002 made by Coffee Holding Co., Inc. in favor of Wells Fargo Business Credit, Inc., in the principal amount of \$750,000 (incorporated herein by reference to Exhibit 10.8 to the Coffee Holding Co., Inc. Annual Report on Form 10-KSB for the year ended October 31, 2002, filed with the Securities and Exchange Commission on February 13, 2003).
- 10.9 Capital Lease Agreement with HSBC Business Credit (USA), Inc. (incorporated herein by reference to Exhibit 10.9 to Amendment No. 1 to the Coffee Holding Co., Inc. Registration Statement on Form SB-2/A, filed with the Securities and Exchange Commission on August 12, 2004).
- 10.10 Sales contract with Supervalu and Cub Foods (incorporated

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herein by reference to Exhibit 10.10 to Amendment No. 1 to the Coffee Holding Co., Inc. Annual Report on Form 10-KSB/A for the year ended October 31, 2002, filed with the Securities and Exchange Commission on August 26, 2004) (confidential portions have been redacted pursuant to a request for confidential treatment and filed separately with the Securities and Exchange Commission).

10.11 Sales contract with Shurfine Central (incorporated herein by reference to Exhibit 10.11 to Amendment No. 1 to the Coffee Holding Co., Inc. Annual Report on Form 10-KSB/A for the year ended October 31, 2002, filed with the Securities and Exchange Commission on August 26, 2004) (confidential portions have been redacted pursuant to a request for confidential treatment and filed separately with the Securities and Exchange Commission).

31.1 Rule 13a-14(a) / 15d-14(a) Certifications.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

COFFEE HOLDING CO., INC.

By: /s/ Andrew Gordon

Andrew Gordon

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed on August 26, 2004 by the following persons on behalf of the registrant and in the capacities indicated.

SIGNATURE	TITLE
-----	-----
/s/ Andrew Gordon ----- Andrew Gordon	Chief Executive Officer, President, Treasurer and Director (principal executive officer)
/s/ David Gordon ----- David Gordon	Executive Vice President -- Operations, Secretary and Director
/s/ Richard E. Pino ----- Richard E. Pino	Chief Financial Officer (principal financial and accounting officer)
----- Gerard DeCapua	Director

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/s/ Daniel Dwyer

Director

Daniel Dwyer

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