BONANNO RAYMOND J

Form 5/A April 29, 2010

Stock

FORM	15							OME	3 APPROVAL		
· Orth	_	STATES SECU				GE C	OMMISSIO	N OMB Number	3235-0362		
Check thi no longer		Wa	Washington, D.C. 20549						January 31,		
to Section Form 4 of 5 obligati may conti	n 16. r Form ANN ions inue.		ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						2005 ed average nours per e 1.0		
See Instru 1(b). Form 3 H Reported Form 4 Transacti Reported	Filed pur foldings Section 17(suant to Section 1 a) of the Public U 30(h) of the In	Itility Holdin	ng Comp	any .	Act of	1935 or Sect				
1. Name and A	Symbol	· ·				5. Relationship of Reporting Person(s) to Issuer					
			SPICY PICKLE FRANCHISING INC [SPKL]				(Check all applicable)				
(Last)	(First) (I	(Month/l	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009				_X_ Director Officer (gi below)	ve title	title 10% Owner Other (specify below)		
90 MADIS	ON STREET, #70		-009								
	(Street)	Filed(Mo	4. If Amendment, Date Original Filed(Month/Day/Year) 02/16/2010				6. Individual or Joint/Group Reporting (check applicable line)				
DENVER,	CO 80206						_X_ Form Filed b	by One Reporting More than Or			
(City)	(State)	(Zip) Tab	ole I - Non-Dei	rivative Se	curiti	es Acq	uired, Disposed	of, or Benefi	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Month/Day/Year) Execution Date, if any		3. 4. Securities Transaction Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	Â	Â	Â	Amount	(D) Â	Price Â		I	Raymon J. BonAnno and Joan E. BonAnno JTWROS		
Common	Â	Â	Â	Â	Â	Â	2,293,045	I	The		

BonAnno Family Partnership,

LLP

SEC 2270

(9-02)

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

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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 A Underlying S (Instr. 3 and 4
					(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 0.2 (2)	Â	Â	Â	Â	Â	(1)	01/25/2012	Common Stock
Warrants	\$ 0.2	Â	Â	Â	Â	Â	(3)	09/22/2014	Common Stock
Stock Options	\$ 0.185	Â	Â	Â	Â	Â	11/24/2008	11/24/2013	Common Stock
Warrants	\$ 0.19	Â	Â	Â	Â	Â	09/22/2009	09/22/2014	Common Stock
Convertible note due 1/31/12	\$ 0.13	09/30/2009	Â	J4	2,366,591	Â	09/30/2009	01/31/2012	Common Stock
Convertible note due 1/31/12	Â	09/30/2009	Â	J4	153,828	Â	09/30/2009	(4)	Warrants

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

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BONANNO RAYMOND J 90 MADISON STREET, #700 Â X Â Â Â DENVER, COÂ 80206

Signatures

Raymond J. 04/29/2010 BonAnno

**Signature of Date
Reporting Person

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).
- On January 25, 2007, the Reporting Person was granted an incentive stock option under the Issuer's 2006 Option Plan to purchase 100,000 shares of common stock originally at an exercise price of \$0.25 per share. The options are exercisable as to (i) 50,000 shares immediately upon date of grant: (ii) 25,000 on the 1st anniversary of date of grant: and (iii) 25,000 on the 2nd anniversary of date of
- immediately upon date of grant; (ii) 25,000 on the 1st anniversary of date of grant; and (iii) 25,000 on the 2nd anniversary of date of grant.
- (2) Price of options was reset to \$0.20 on September 8, 2009.
- Acquired on December 14, 2007 in connection with a private placement financing transaction. The warrants are exercisable at any time,
- (3) at the holder's election. On September 22, 2009, the exercise price was lowered to \$0.20 and the expiration date was extended to September 22, 2014.
 - On September 30, 2009, Mr. BonAnno was issued a convertible note for \$307,656.89 from the Issuer. The note is convertible at any time into shares at the rate of \$0.13 per share. In addition, for every \$2.00 converted, Mr. BonAnno will receive a warrant to purchase one
- share of common stock with the exercise price to be 120% of the average of the volume weighted average prices for the 10 trading days preceeding conversion.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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