American Home Food Products, Inc.
Form S-1
May 16, 2008

As filed with the Securities and Exchange Commission on May 16, 2008, Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AMERICAN HOME FOOD PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation or organization)

2090

(Primary Standard Industrial Classification Code Number)

41-1759882

(I.R.S. Employer Identification No.)

500 West 37th Street, 2nd Floor, New York, NY 10018; Tel. 212- 871-3150

(Address, including zip code, and telephone number,
Including area code of registrant's principal executive offices)

Daniel W. Dowe, 500 West 37th Street, 2nd Floor, NY, NY 10018; Tel. 212-871-3150

(Address, including zip code, and telephone number,
Including area code of agent for service)

with copies to:
Janet L. Dowe, Esq., 42 Forest Lane, Bronxville, NY 10708; Tel. 914-961-7828

Approximate Date of Proposed Sale to the Public: After the registration statement becomes effective each shareholder may or may not sell its shares, although each shareholder was entitled to have its shares registered pursuant to agreements reached with the Company.
If any of the securities being registered in this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12-2 of the Exchange Act.

Large accelerated filer. o	Accelerated filer. o
Non-accelerated filer. o (Do not check if smaller reporting company)	Smaller reporting company. x

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Security (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value $.001 per share, offered by selling securities holders (1)	2,605,000	$ 0.19	$ 494,950.00	$ 19.45
Redeemable Convertible Preferred Stock, par value $.001 per share, offered by selling securities holders (1)	5,840,800	$ —	$ —	$ 0.00 (3)
Common Stock, par value $.001 per share, underlying the Redeemable Convertible Preferred Stock offered by selling securities holders (4)	19,469,333	$ 0.19	$ 3,699,173.27	$ 145.38
Management Stock Option, par value $.001 per share, offered by selling securities holders	6,245,000	$ —	$ —	$ 0.00 (3)
Common Stock, par value $.001 per share, underlying the Management Stock Option offered by selling securities holders (5)	6,245,000	$ 0.19	$ 1,186,550.00	$ 46.63

(1) As of the filing date of this registration statement, no particular offer of securities is made by or on behalf of a Selling Security Holder. When a particular offer is made, to the extent required, a Prospectus will be distributed which will set forth the number of shares being offered and the terms of the offering.

(2) Pursuant to Rule 457(c), the maximum offering price for the common stock is estimated solely for the purpose of calculating the registration fee, based upon the average of the high and low sales prices of the Common Stock on the OTC Bulletin Board on May 7, 2008.

(3) No filing fee is required pursuant to Rule 457(g).

(4) Represents shares of common stock that may either be resold by the Selling Security Holders after acquiring the shares upon exercising their redeemable convertible preferred stock, or alternatively, that may be issued by AHFP to those individuals or entities that purchase redeemable convertible preferred stock from the Selling Security Holders.

(5) Represents shares of common stock either that may be resold by the Selling Security Holders after acquiring the shares upon exercising their stock options, or alternatively, that may be issued by AHFP to those individuals or entities that purchase the common stock options from the Selling Security Holders.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1993 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

28,319,333 SHARES OF COMMON STOCK
5,840,000 SHARES OF REDEEMABLE CONVERTIBLE PREFERRED STOCK
6,245,000 COMMON STOCK OPTIONS

AMERICAN HOME FOOD PRODUCTS, INC.

This prospectus relates to:

- the offer and sale by the Selling Security Holders of up to 2,605,000 shares of common stock of American Home Food Products, Inc.
- the offer and sale by certain holders of up to 5,840,000 shares of redeemable convertible preferred stock and the 19,469,333 shares of common stock which AHFP would issue to them if they were to convert their preferred stock;
- the possible issuance by AHFP of up to 19,469,333 shares of common stock if individuals or entities that purchase redeemable convertible preferred stock from the Selling Security Holders were to convert their preferred stock;
- the offer and sale by the Selling Security Holders of up to 6,245,000 common stock options and 6,245,000 shares of common stock which AHFP would issue to them if they were to exercise the options; and
- the possible issuance by AHFP of up to 6,245,000 shares of common stock if individuals or entities that purchase common stock options from the Selling Security Holders were to exercise the options.

The Company will not receive any of the proceeds from the sale of the shares by the Selling Security Holders. The Selling Security Holders and any of their pledgees, donees, transferees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices as permitted by regulations of the Securities and Exchange Commission. Any commissions, fees and discounts of underwriters, brokers, dealers or agents will be paid by the Selling Security Holders.

Our common stock is quoted on the OTC Bulletin Board under the trading symbol “AHFP”. The closing price for our common stock on the OTC Bulletin Board was $.20 on February 29, 2008.

See “Risk Factors” beginning on page 5 of this prospectus for the factors you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these shares or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is May 16, 2008

You may rely on the information contained in this prospectus. We have not authorized anyone to provide information different from that contained in this prospectus. Neither the delivery of this prospectus nor sale of common shares means that information contained in this prospectus is correct after the date of this prospectus. This prospectus is not an offer to sell or solicitation of an offer to buy our common shares in any circumstances under which the offer or solicitation is unlawful.

Table of Contents

All references to “we,” “us,” “our,” “our company,” “American Home Food Products” and similar terms refer to American Home Food Products, Inc and its subsidiary, Artisanal Cheese, LLC. We own various registered and unregistered trademarks, some of which are mentioned in this prospectus.

FORWARD-LOOKING STATEMENTS

This prospectus contains and incorporates by reference forward-looking statements based on our current expectations, assumptions, estimates and projections about us and our industry. These forward-looking statements involve risks and uncertainties and include, in particular, statements about our plans, strategies and prospects under the headings “Management’s Discussion and Analysis and Plan of Operation” and “Business.”

You can identify certain forward-looking statements by our use of forward-looking terminology such as the words “may,” “will,” “believes,” “expects,” “anticipates,” “intends,” “plans,” “estimates” or similar expressions. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to the factors described in the “Risk Factors” section and elsewhere in this prospectus. We do not undertake to update or revise these forward-looking statements to reflect new events or circumstances.

Item 3. SUMMARY INFORMATION AND RISK FACTORS

This summary provides a brief overview of the key aspects of our company and the offering. However, it is a summary and may not contain all of the information that is important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus, including our financial statements and the notes to those statements.

Company Overview

Through our subsidiary, Artisanal Cheese LLC, we are engaged in the marketing and distribution of a wide line of specialty, artisanal and farmstead cheese products and other related specialty food products. These products are sold under the Artisanal brand to food wholesalers and retailers and directly to consumers through our catalogue and website www.artisanalcheese.com. As America's leading affineur, we practice the centuries-old method of aging cheeses to peak ripeness. Throughout the year we consistently age over 200 various artisan cheeses in our state-of-the-art cheese-aging caves in New York City. We expand the line seasonally as cheeses are made available to us from throughout the world. The Company markets to some of the finest restaurants in Manhattan and is working with large hotel chains like the Ritz-Carlton and Four Seasons. The Company also works with luxury product retailers like William-Sonoma and Neiman Marcus that merchandise the Artisanal branded cheeses through their respective catalogues and from their websites. The Company intends to rapidly expand the distribution of Artisanal's product line by executing on strategic relationships with major companies in each of the four complimentary distribution channels that Artisanal's product serves: foodservice, retail, print catalogue and E-commerce. The Company's plan is to make Artisanal the leading national brand for best-in-class cheeses.

American Home Food Products, Inc. (formerly Novex Systems International, Inc.) was incorporated in the State of New York on February 5, 1999. On January 28, 2005, the Company's name was changed to American Home Food Products, Inc. On August 14, 2007, pursuant to a Membership Interest Purchase Agreement, dated as of that date, the Company's wholly-owned subsidiary, AHF Acquisition Inc., acquired all of the membership interests of Artisanal Cheese, LLC, a privately held New York limited liability company.

Our principal place of business and executive offices are located at 500 West 37th Street, New York, New York 10018 and our telephone number is (212) 871-3150.

The Offering

Securities offered	Up to 2,605,000 shares of common stock offered by the Selling Security Holders;
	Up to 5,840,800 shares of redeemable convertible preferred stock and the 19,469,333 shares of common stock issuable upon conversion of such preferred stock.
	Up to 19,469,333 shares of common stock if individuals or entities that purchase Preferred Stock from the Selling Security Holders were to convert their preferred stock;
	Up to 6,245,000 common stock options which may be issued to management and 6,245,000 shares of common stock issuable upon exercise of the options; and
	Up to 6,245,000 shares of common stock if individuals or entities that purchase common stock options from the Selling Security Holders were to exercise the options.
Common stock outstanding	7,057,649 as of February 29, 2008.
Preferred stock outstanding	5,215,000 as of February 29, 2008 (1)
Use of proceeds	We will not receive any of the proceeds from the sale of the shares by the Selling Security Holders. We will pay all of the expenses of this offering, including, without limitation, professional fees and registration fees.

Risk factors	The offering involves a high degree of risk. Please refer to “Risk Factors” (below) for a description of the risk factors you should consider.
OTC Bulletin Board symbol	AHFP

(1) Excludes 625,800 shares of preferred stock dividends to be accrued through August 14, 2008. An amendment to this Registration Statement shall be filed to include preferred stock dividends accrued beyond that date.

Risk Factors

Investing in our common stock involves a high degree of risk. You should carefully consider the risk factors listed below and all other information contained in this prospectus before investing in our common stock. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us.

If any of the following risks occur, our business, our quarterly and annual operating results, or our financial condition could be materially and adversely affected. In that case, the market price of our common stock could decline or become substantially volatile, and you could lose some or all of your investment.

Risks Related to our Business

Because we have a limited operating history, it is difficult to predict our future performance.

Although the Company’s subsidiary, Artisanal Cheese LLC, has been operating as a private entity for several years, we have only acquired this business in August 2007. Other than a few employees that have remained with the business, the new members of the Company’s management team have had little prior experience working in this industry and working together as a management team. Therefore, we have limited operating and financial history available to help stockholders evaluate our past performance. Moreover, our limited historical financial results may not accurately predict our future performance. Companies in their initial stages of development present substantial business and financial risks and may suffer significant losses. As a result of the risks specific to our new business and those associated with new companies in general, it is possible that we may not be successful in implementing our business strategy.

We are dependent on our chief executive officer and certain other key officers, the loss of any of whom could significantly harm our business and operations.

We depend on the efforts of our executive officers and other key personnel, including Daniel W. Dowe, our President and Chief Executive Officer. The loss of Mr. Dowe or other key employees could materially and adversely affect our business, financial condition, and results of operations. We have an employment agreement with Mr. Dowe and consulting agreements with other key consultants, but we do not have key person insurance on the lives of any of them.

Our future growth and profitability will depend in large part upon the effectiveness and efficiency of our marketing expenditures and our ability to select the right markets and media in which to advertise.

The Company has immediate plans to expand sales of its Artisanal Premium Cheese products into each of the existing four market segments it serves. However, there can be no assurances that the new management team will be able to achieve its growth targets by gaining penetration in each of the market segments, or any one market segment for that matter. Future sales growth and profitability will be dependent on management’s ability to penetrate the market segments successfully. Our future growth and profitability will also depend in large part upon the effectiveness and efficiency of our marketing expenditures, including our ability to:

- create greater awareness of our brand;
- identify the most effective and efficient level of spending in each market segment;
- determine the appropriate creative message and media mix for advertising, marketing, and promotional expenditures;

- manage marketing costs (including creative and media) in order to maintain acceptable customer acquisition costs;
- select the right market, media, and specific media vehicle in which to advertise; and
- convert consumer inquiries into actual orders.

Our planned marketing expenditures may not result in material revenue or generate sufficient levels of brand name and program awareness. We may not be able to manage our marketing expenditures on a cost-effective basis, whereby our customer acquisition cost may exceed the contribution to gross profit generated from each additional customer.

The market for high-end cheese products is highly competitive, and we face competition from many established domestic and foreign producers. We may not be able to compete effectively with these producers.

The markets in which we operate are highly competitive. From both international and domestic sources, there is a substantial amount of cheese product available to each of the buyers in the four market segments that the Company services. The Company intends to penetrate these markets by differentiating itself as a branded Company with specific expertise in the cheese aging and selection process, development capabilities for proprietary recipes and premium food marketing and merchandising expertise. Nonetheless, the Company will confront competition from many suppliers and distributors as it seeks to gain penetration into its core market segments. We may not be able to compete effectively with customers who go directly to our suppliers.

Cost increases in milk products, packaging materials and transportation could adversely affect us.

The cost of milk products and packaging materials have varied widely in recent years and future changes in such costs, particularly in transportation, may cause our results of operations and our operating margins to fluctuate significantly. Increases in the cost of milk and cheese products and packaging materials and in delivering our product to customers could have a material adverse effect on our operating profit and margins. Our cheese must be packaged in refrigerated packages for overnight delivery to many of our customers. Increase in oil prices affects both packaging and transportation costs. Competitive pressures may also limit our ability to raise prices in response to increased packaging material or transportation costs. Accordingly, we do not know whether, or the extent to which, we will be able to offset cost increases with increased product prices. We also rely on the supply of plastic, corrugated, and other packaging materials, which fluctuate in price due to market conditions beyond our control.

Some of the Company’s products are seasonal and may cause fluctuations in its quarterly operating results.

Various products in the Company’s product portfolio will be subject to seasonal fluctuations and lower volume production capabilities from small suppliers. The Company will work with several small to medium volume suppliers to expand production or accept more goods into Company owned or leased warehouses to ease production strains from the suppliers’ lack of physical facilities, however, in not every instance will the Company be able to meet the forecasted consumer demand for certain products. This will require the Company to have multiple suppliers to fulfill the expected demand from customers in its four market segments.

The sale of ingested products involves product liability and other risks.

Like other companies that sell food products, our company faces an inherent risk of exposure to product liability claims if the consumption of our products results in illness or injury. The successful assertion or settlement of a claim or a significant number of insured claims could harm our company by adding costs to the business and by diverting the attention of senior management from the operation of the business. Our company may also be subject to claims that our products contain contaminants, are improperly labeled, or include inadequate instructions as to preparation or inadequate warnings covering food-borne illnesses or allergies. While we have product liability insurance, product liability litigation, even if not meritorious, is very expensive and could also entail adverse publicity for our company, thereby reducing revenue and operating results.

We may incur integration and execution problems.

If the Company should enter into a distribution agreement with one or more distributors it will be required to train the sales personnel of each distributor on the Artisanal cheese product line and, possibly, also having to train the buyers of the foodservice outlets serviced by these distributors to help the sell-through of the Artisanal product line. This integration could take longer than planned and may involve protracted delays that would cause the Company to use limited resources earmarked for business development and working capital.

We may not successfully manage growth.

Our success will depend upon the commencement of sales and shipment of our products into additional market segments and, thereafter, the expansion of our operations and effective management of growth, all of which will place a significant strain on our management and administrative, operational, and financial resources. To manage growth, should it

occur, we may need to expand our facilities, augment our operational, financial, and management systems, and hire and train additional qualified personnel. If we are unable to manage growth effectively, our business could be harmed.

We may need additional financing to continue and grow operations, which financing may not be available on acceptable terms or at all.

We may need to raise additional funds to fund our operations or grow our business. Additional financing may not be available on terms or at times favorable to us, or at all. If adequate funds are not available when required or on acceptable terms, we may be unable to continue to grow our operations. In addition, such additional financing transactions, if successful, may result in dilution to our stockholders. They may also result in the issuance of securities with rights, preferences, and other characteristics superior to those of our common stock and, in the case of debt financings, may subject our company to covenants that restrict our ability to operate our business freely.

The food industry is subject to governmental regulation that could increase in severity and hurt results of operations.

The food industry is subject to federal, state, and other governmental regulation relating to the operation of our facilities; the packaging, labeling, and marketing of products; and pollution control, including air emissions. For example, food handlers are subject to rigorous inspection and other requirements of the USDA and FDA. If federal, state, or local regulation of the industry increases for any reason, then we may be required to incur significant expenses, as well as to modify our operations to comply with new regulatory requirements, which could harm operating results. Additionally, remedies available in any potential administrative or regulatory actions may require us to refund amounts paid by all affected customers or pay other damages, which could be substantial. Any determination by the FDA or other agencies that our facilities are not in compliance with applicable regulations could interfere with the continued manufacture and distribution of the affected products, up to the entire output of the facility or facilities involved, and, in some cases, might also require the recall of previously distributed products. Any such determination could have a material adverse effect on our business, financial condition, and results of operations.

Our business will be dependent on several major customers.

We expect that we will rely on a limited number of major retail customers and wholesale distributors for a substantial portion of our revenues. If our relationship with one or more of them does not materialize as planned or, thereafter, changes or ends, our sales could suffer, which could have a material adverse effect on our business, financial condition, and results of operations.

Our affinage methods are not protected by patents and, as a result, our competitors may be able to use our processes, copy our products and compete against us.

The Company is in a highly competitive business where it can only protect any proprietary know-how and information through trade secret protections and the trade marking of its brand – Artisanal Premium Cheese. To secure trade secret protection, the Company will need to take extra measures to protect against the dissemination or public disclosure of its trade secrets. The failure to do so will terminate the availability of trade secret protection and it may be possible for our competitors or customers to copy aspects of our trade secrets. This could have a material adverse effect on our business, financial condition, and results of operations.

Risks associated with investing in our common shares

We are not required to meet or maintain any listing standards for our common stock to be quoted on the OTC Bulletin Board, which could affect our stockholders' ability to access trading information about our common stock.

The Common Shares of the Company are quoted on the OTC Bulletin Board. The OTC Bulletin Board is separate and distinct from The Nasdaq Stock Market and any national securities exchange, such as the New York Stock Exchange or the American Stock Exchange. Although the OTC Bulletin Board is a regulated quotation service operated by NASD that displays real-time quotes, last sale prices, and volume information in over-the-counter (OTC) equity securities like our common stock, we are not required to meet or maintain any qualitative or quantitative standards for our common stock to be quoted on the OTC Bulletin Board. Our common stock does not presently meet the minimum listing standards for listing on The Nasdaq Stock Market or any national securities exchange, which could affect our stockholders' ability to access trading information about our common stock. We are required to satisfy the reporting requirements under the Securities Exchange Act of 1934, as amended. If we fail to do so, our shares may no longer be quoted on the OTC Bulletin Board.

The public market for our common stock is limited, and stockholders may not be able to resell their shares at or above the purchase price paid by such stockholders, or at all.

There is currently only a limited public market for our common stock. We cannot assure you that an active public market for our common stock will develop or be sustained in the future. The market price of our common stock may fluctuate significantly in response to factors, some of which are beyond our control, such as: the announcement of new products by our competitors, developments concerning our intellectual property, government regulation, quarterly variations in our competitors' results of operations, developments in our industry, and general market conditions and other factors, including factors unrelated to our own operating performance. In addition, stock market fluctuations could result in extreme volatility in the price of our common stock, which could cause a decline in the value of our common stock. Prospective investors should also be aware that price volatility might be worse if the trading volume of our common stock is low.

If a trading market for our common shares does develop, trading prices may be volatile.

In the event that a trading market develops for our common shares, the market price of such shares may be based on factors that may not be indicative of future market performance. Consequently, the market price of our shares may vary greatly. If a market for our shares develops, there is a significant risk that our share price may fluctuate dramatically in the future in response to any of the following factors, some of which are beyond our control:

- variations in our quarterly operating results;
- announcements that our revenue or income/loss levels are below analysts' expectations;
- general economic slowdowns;
- changes in market valuations of similar companies;
- announcements by our competitors or us of significant contracts; and
- acquisitions, strategic partnerships, joint ventures, or capital commitments.

We may not be able to attract the attention of major brokerage firms.

Additional risks may exist since securities analysts of major brokerage firms currently do not, and in the future may not, provide coverage of us since there is little incentive to brokerage firms to recommend the purchase of our common shares. No assurance can be given that brokerage firms will want to conduct any follow-on or secondary offerings on behalf of our company in the future.

If a trading market is not maintained, holders of the Company's common stock may experience difficulty in reselling such Common Shares or may be unable to resell them at all.

The Company may, but has not, entered into any agreements with market makers to make a market in the Company's Common Stock. In addition, any such market making activity would be subject to the limits imposed by the Securities Act, and the Securities Exchange Act of 1934, as amended, ("Exchange Act") and it is possible that the market in the common stock can be discontinued at any time. Accordingly, if there is no active market available for the common shares, no liquidity or if the market is discontinued, holders of the common stock may have difficulty or may be unable to sell the shares which he or she may hold.

Our common shares may be considered a "penny stock" and may be difficult to sell.

The Securities and Exchange Commission (SEC) has adopted regulations which generally define a "penny stock" to be an equity security that has a market price of less than $5.00 per share or an exercise price of less than $5.00 per share, subject to specific exemptions. The market price of our shares has been, and if a sustained active trading market develops, may be less than $5.00 per share and, therefore, the shares may be designated as a "penny stock" according to the SEC's rules. This designation requires any broker or dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser, and determine that the purchaser is reasonably suitable to purchase the securities. These rules may restrict the ability of brokers or dealers to sell our shares and may affect the ability of investors to sell their shares.

5

CAPITALIZATION

The following table sets forth our capitalization on February 29, 2008. This table does not include the shares of common stock covered by this prospectus.

	Shares Authorized	Shares Outstanding	Amount
Preferred stock	10,000,000	5,215,000	$ 5,215
Common stock	100,000,000	7,057,649	$ 7,057
Additional paid-in capital	—	—	$ 16,105,526
Accumulated deficit	—	—	$ (11,713,898)
Total stockholders' equity	—	—	$ 4,403,900

PRIVATE PLACEMENT OF SECURITIES

From August through December, 2007, we entered into Stock Subscription and Investment Representation Agreements, Certificate of Designation, Preference and Rights Agreements and Registration Rights Agreements with several accredited investors in connection with the private placement of a Series A, Redeemable Convertible Preferred Stock for gross proceeds of $5.2 million. The Series A shares shall only be convertible into shares of the Issuer's $.001 par value common stock pursuant to and in accordance with the Certificate of Designation. The following is a brief summary of the each of the above referenced agreements. These summaries are not complete, and are qualified in their entirety by reference to the full text of the agreements or forms of the agreements which are attached as exhibits to this Registration Statement. The representations, warranties, covenants and other provisions of those agreements are not intended as documents for investors and the public to obtain factual information about our current state of affairs. Rather, investors and the public should look to the Form 8-K/A filed December 21, 2007 for a more complete understanding of the terms and conditions associated with this transaction.

Series A Redeemable Convertible Preferred Stock

Issuance: The number of shares that constitute Series A shall be no more than six million (6,000,000) which number may be decreased to three million (3,000,000) by resolution of the Board of Directors. One (1) share of Series A shall equal one dollar ($1.00) ("the Face Value"). Any conversion of the Series A shares shall only be convertible into shares of the Issuer's $.001 par value common stock ("Common Stock"), pursuant to and in accordance with this Certificate of Designation.

Conversion: The Preferred Stock is convertible at $.30 per share into $.001 par value Common Stock of Company, (equaling 60% of the issued and outstanding Common Stock of the Company on a fully diluted basis, excluding the Management Stock Option (see Management Stock Option described below)).

Dividends: Dividends shall be paid (a) 12% Paid-in-Kind in first two years from Closing Date, and (b) 12% Paid-In-Cash after the first two years from Closing or 15% Paid-In-Kind, at the election of the Company. These dividends shall convert into Common Stock at $.30 per share, unless the Company elects to pay dividends in cash pursuant to (b) above.

Redemption: At any time prior to the Maturity Date (defined below), and upon 30 days advance notice, the Company shall have the right to redeem one-half of the Preferred Stock that is issued and outstanding by paying the Holder the full par value of the Preferred Stock plus accrued dividends in cash (the "First Redemption"). The remaining one-half of the Preferred Stock that is issued and outstanding after the First Redemption can either be: (a) redeemed by the Company in cash at par value plus accrued dividends with the Holder also receiving a 2-year option to acquire 5% of the issued and outstanding Common Stock of the Company at an exercise price of $.30 per share, or, (b) converted into 30% of the issued and outstanding Common Stock of the Company (the "Second Redemption"). The Holder shall have sole authority to elect subsection (a) or (b) above upon receiving a Redemption Notice. Any Common Stock or Common Stock Option issued pursuant to the First Redemption or the Second Redemption shall be on a fully-diluted basis, excluding the Management Stock Option below.

Maturity Date: The Maturity Date of the Series A shares is August 14, 2010.

Management Stock Option: In January 2008, the board ratified the Company's grant of a 5-year Stock Option to Daniel W. Dowe and William Feeney at an exercise price of $.30 per share that is exercisable into 14.4% and 1.9%, respectively, of the Common Stock of the Company on a fully-diluted basis. The Stock Option was fully-vested on August 14, 2007, but not is exercisable until the Company achieves: (a) $21.6 million in revenue or $2 million in EBITDA in a full calendar year by no later than Calendar Year 2009, and, (b) the First Redemption is concluded by the Company. The failure to meet either of these conditions shall cause the Management Stock Option to terminate in its entirety.

Registration: The Company has agreed to file a registration statement with respect to the number of shares of its Common Stock necessary to enable all Holders to have resale rights in the Common Stock underlying their Preferred Stock if and when converted, or upon a redemption payable in Common Stock. All costs of the registration shall be borne by the Company.

Liquidation: In the event of a liquidation, the Preferred Stockholders shall receive a cash payment at par value per preferred share plus accrued dividends in calendar 2007, the liquidation preference in calendar 2008 increases to $1.10 per preferred share plus accrued dividends and the liquidation preference in calendar 2009 increases to $1.20 per preferred share plus accrued dividends and remains at this amount for each year thereafter.

Anti-Dilution Protection: The conversion price of the Series A shares and exercise price of the Management Stock Options and the number of shares issuable upon conversion/exercise of the respective shares and options are subject to adjustments for common stock dividends, stock splits, combinations, reclassification or similar event so that any Series A shares converted or Stock Options exercised after such time shall be entitled to receive the aggregate number and kind of Common Stock and/or capital stock which, if such Series A shares had been converted or stock options exercised immediately prior to such date, Series A or stock options would have owned upon such conversion/exercise (and, in the case of a reclassification, would have retained after giving effect to such reclassification) and been entitled to receive by virtue of such dividend, subdivision, combination or reclassification.

Fundamental Transactions As long as over $1,500,000 of the Preferred Stock is issued and outstanding, the Company shall require the prior written consent of Holders representing two-thirds (2/3) of the Preferred Stock issued and outstanding to (a) sell, merge with, acquire or consolidate with another business entity, (b) incur additional leverage beyond the leverage contemplated by the Company and Holders as part of the Company's acquisition of Artisanal Cheese, LLC, or (c) issue any new shares of common stock or securities convertible or exercisable into Common Stock in excess of 2% of the shares of Common Stock issued and outstanding on a fully diluted basis as of August 14, 2007, excluding the Management Stock Option.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934, as amended, and we file annual, quarterly, and current reports, proxy statements, and other information with the SEC. You may read and copy any report or other document that we file at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information as to the operation of the Public Reference Room. The SEC also maintains an Internet site at www.sec.gov that contains reports, proxy and information statements and other information regarding issuers, including us, that electronically file documents with the SEC.

This prospectus is part of a registration statement filed by us with the SEC. Because the SEC's rules and regulations allow us to omit certain portions of the registration statement from this prospectus, this prospectus does not contain all the information set forth in the registration statement. You may review the registration statement and the exhibits filed with, or incorporated therein by reference in, the registration statement for further information regarding us and the shares of our common stock offered by this prospectus. Statements contained in this prospectus as to the contents of any contract or any other document are summaries of the material terms of such contracts or other documents. With respect to these contracts or other documents filed, or incorporated therein by reference, as an exhibit to the registration statement, we refer you to the exhibits for a more complete description of the matter involved. The registration statement and its exhibits may be inspected at the SEC's Public Reference Room at the location described above.

Item 4. USE OF PROCEEDS

The Company will not receive any proceeds from the sale of the securities by the Selling Security Holders. The Company will receive proceeds from the issuance of common stock to individuals, when and if any of the Management Stock Options are exercised by the option holders. The proceeds will be equal to the number of common stock options exercised multiplied by the applicable exercise price. Because of the uncertainty of the exercise of the securities and the amount of the proceeds that the Company will receive, management has no specific plan on the use of the proceeds. The Company has agreed to bear substantially all expenses of registering these securities under Federal and state securities laws.

Item 5. DETERMINATION OF OFFERING PRICE

There is no present intent to offer the securities for resale. The Common Shares being registered were issued primarily in exchange for the agreement by certain debt holders to convert their debt into common shares. The Preferred Shares being registered were sold as part of a private placement of shares. The conversion price of the preferred shares is $.30 per share. The Management Stock Options being registered were part of the employment agreements for Mr. Dowe and Mr. Feeney.

Item 6. DILUTION

Since the Company is a reporting issuer and is not selling the Common Stock, Preferred Shares or Management Stock Options or any common stock issuable and resaleable upon conversion of the Preferred stock or exercise of the management stock options, the sale of the securities will have no net tangible book value dilution.

Item 7. SELLING SECURITY HOLDERS

This Registration Statement relates to:

- the offer and sale by the Selling Security Holders of up to 2,605,000 shares of common stock of American Home Food Products, Inc.
- the offer and sale by certain holders of up to 5,840,800 shares of redeemable convertible preferred stock and the 19,469,333 shares of common stock which AHFP would issue to them if they were to convert their preferred stock;
- the possible issuance by AHFP of up to 19,469,333 shares of common stock if individuals or entities that purchase redeemable convertible preferred stock from the Selling Security Holders were to convert their preferred stock;
- the offer and sale by the Selling Security Holders of up to 6,245,000 common stock options and 6,245,000 shares of common stock which AHFP would issue to them if they were to exercise the options; and
- the possible issuance by AHFP of up to 6,245,000 shares of common stock if individuals or entities that purchase common stock options from the Selling Security Holders were to exercise the options.

The shares of common stock being offered by the Selling Security Holders were issued primarily in exchange for the conversion of debt, are issuable upon conversion of the Series A Redeemable Convertible Preferred Stock, or upon exercise of the Common Stock Options. For additional information regarding the issuance of the redeemable convertible preferred shares and options, see “Private Placement Offering” above and “Common Stock Options” below. We are registering the shares of common stock in order to permit the Selling Security Holders to offer the shares for resale from time to time.

In accordance with the terms of a registration rights agreement with the Selling Security Holders, this prospectus generally covers the resale of the sum of the number of shares of common stock issued in exchange for conversion of debt, issuable upon conversion of the redeemable convertible preferred shares and upon exercise of the management stock options as of the Trading Day immediately preceding the date the registration statement is initially filed with the SEC. Because the number of the redeemable convertible preferred stock and the management stock options may be adjusted, the number of shares that will actually be issued may be more or less than the number of shares being offered by this prospectus.

The shares of common stock underlying the Preferred Shares and common stock options are offered by the Company for purchase only if a Selling Security Holder or a person who has purchased preferred shares and/or options from a Selling Security Holder converts the preferred shares or exercises the common stock options in accordance with their terms.

Series A Redeemable Convertible Preferred Stock

As of the filing of this registration statement, there were 5,215,000 shares of Series A Redeemable Convertible Preferred Stock outstanding. On a fully diluted basis, assuming all Preferred Stock dividends were paid, all outstanding shares of Preferred Stock were converted and Management Stock Options were exercised, the Company would have 33,121,802 shares of common stock issued and outstanding. The following table sets forth:

- the names of the Selling Security Holders,
- their material relationship or position with the Company within the last three (3) years,
- the number of shares of preferred stock owned by each Selling Security Holder
- the number of shares of common stock owned by each Selling Security Holder (assuming all outstanding shares of preferred stock are converted and stock options are exercised), and
- the percentage of shares of common stock held by each Selling Security Holder on a fully diluted basis.

Name of Selling Stockholder	Position/Office Material Relationship	Number of Shares of Preferred Stock Owned	Number of Shares of Common Stock Owned Upon Conversion	Percentage Upon Conversion
Frank Sica	Investor	1,500,000	5,600,000	16.9%
Dr. Francis Pizzi	Investor	50,000	186,667	0.6%
Frederick G. Perkins, III, Trustee, Frederick G. Perkins III Declaration of Trust dated 1995 as amended in 2007	Investor	250,000	933,333	2.8%
Caroline T. Perkins, Trustee, Caroline Trefry Perkins III Declaration of Trust dated 1995 as amended in 2007	Investor	250,000	942,619(1)	2.8%
Kirk Clothier	Investor	50,000	186,667	0.6%
Richard Ziskind	Investor	150,000	560,000	1.7%
Shirley Clothier	Investor	50,000	186,667	0.6%
John T. Farris	Investor	250,000	970,833(2)	2.9%

Thomas B. Farris	Investor	50,000	186,667	0.6%
Christopher J. Farris	Investor/Employee	50,000	186,667	0.6%
Pete Musser	Investor	100,000	373,333	1.1%
Aegis Fund L.P.	Investor	325,000	1,213,333	3.7%

Name of Selling Stockholder	Position/Office Material Relationship	Number of Shares of Preferred Stock Owned	Number of Shares of Common Stock Owned Upon Conversion	Percentage Upon Conversion
Katherine Knott	Investor	75,000	280,000	0.8%
Alfred Lepore	Director/Investor	100,00	528,333(3)	1.6%
Joseph Aievoli	Investor	100,000	543,333(4)	1.6%
Frederick Fahrenbach	Investor	100,000	373,333	1.1%
Alphonso L. DeMatteis Family, L.P.	Investor	300,000	2,839,432(5)	8.6%
Louis A. Parks and Ann J. Parks	Investor	100,000	373,333	1.1%
Kitt Garrett	Investor	50,000	186,667	0.6%
Carl Wolf	Director/Investor	600,000	2,350,000(6)	7.1%
David Russell	Investor	250,000	933,333	2.8%
Christopher Calise	Investor	100,000	373,333	1.1%
Perry Lerner	Investor	100,000	373,333	1.1%
Keith Rosenblum	Investor	50,000	186,667	0.6%
Steven Sadove	Investor	200,000	746,667	2.3%
Edward Margolin	Consultant	15,000	56,000	0.2%

(1) Includes an additional 9,286 shares of common stock held by Mrs. Perkins.

(2) Includes an additional 37,500 shares of common stock held by Mr. Farris.

(3) Includes an additional 45,000 shares of common stock held and 110,000 stock options convertible into an equivalent number of common shares.

(4) Includes an additional 170,000 shares of common stock held by Mr. Aievoli.

(5) Includes an additional 1,719,432 shares of common stock held by Alphonso DeMatteis.

(6) Includes an additional 110,000 stock options convertible into an equivalent number of common shares.

Common Stock

As of the filing of this registration statement, there were 7,427,469 shares of common stock outstanding. On a fully diluted basis, assuming all outstanding stock options were exercised and preferred shares converted, the Company would have 33,121,802 shares of common stock issued and outstanding. The following table sets forth:

- the names of the Selling Security Holders,
- their material relationship or position with the Company within the last three (3) years,
- the number of shares of common stock owned by each Selling Security Holder, and
- the percentage of shares of common stock held by each Selling Security Holder on a fully diluted basis.

Name of Selling Stockholder	Position/Office Material Relationship	Number of Shares of Common Stock Owned	Percentage of Common Stock Owned
Alphonso DeMatteis	Investor	2,839,432(1)	8.6%
Alfred A. Lepore	Director	528,333(2)	1.6%
John Levy	Consultant	10,000	0.03%
Craig Brady	Employee	100,000	0.3%
Michelle Caruso	Employee	50,000	0.2%
Quilcap Corp.	Creditor	150,000	0.5%
Joshua Shaub	Consultant	30,000	0.1%
Wahl Rich Group LP	Consultant	40,000	0.1%

(1) Includes 1,719,432 shares of common stock owned by Alphonso DeMatteis and 336,000 shares of preferred stock (including preferred stock dividend payable) which is convertible into 1,120,000 shares of common stock.

(2) Includes 45,000 shares of common stock owned by Mr. Lepore and 112,000 shares of preferred stock (including preferred stock dividend payable) which is convertible into 373,333 shares of common stock and 110,000 stock options convertible into an equivalent number of shares of common stock.

Management Stock Options

As of the filing of this registration statement, there were 5,870,000 management stock options outstanding. On a fully diluted basis, assuming all outstanding stock options were issued and exercised and preferred shares converted, the Company would have 32,766,802 shares of common stock issued and outstanding (excluding the 375,000 reserved stock options). The following table sets forth:

- the names of the Selling Security Holders,
- their material relationship or position with the Company within the last three (3) years,
- the number of shares of common stock owned by each Selling Security Holder, and
- the percentage of shares of common stock held by each on a fully diluted basis.

Name of Selling Stockholder	Position/Office Material Relationship	Number of Shares of Common Stock Options Granted	Number of Shares of Common Stock Owned Upon Exercise of Options	Percentage of Common Stock Owned
Daniel W. Dowe	Chairman/CEO	4,500,000	4,500,000(1)	13.6%
William Feeney	President	600,000	637,500(2)	1.9%
Keith DeMatteis	Director	110,000	2,963,718(3)	8.9%
Alfred Lepore	Director	110,000	528,333(4)	1.6%
Jeffrey Roberts	Director	110,000	110,000	0.3%
Carl Wolf	Director	110,000	2,350,000(5)	7.1%
John Nesbett	Director	110,000	205,000(6)	0.6%
Thomas Thornton	Director	110,000	210,000(7)	0.6%
William K. Lavin	Director	110,000	125,049(8)	0.4%

(1) Includes 4,500,000 shares of common stock underlying the stock options which vested on August 14, 2007 but are not yet exercisable (see "Management Stock Options" above).

(2) Includes 37,500 shares of common stock held by Mr. Feeney.

(3) Includes 1,719,432 shares held by Alfonso DeMatteis for which Mr. Keith DeMatteis has power of attorney; 14,286 shares held by Calakar Construction Company, a company owned in part by Mr. Keith DeMatteis; and 336,000 shares of preferred stock (including preferred stock dividend payable) held by Alphonso L. DeMatteis Family, L.P. convertible into 1,120,000 shares of our common stock, for which Mr. Keith DeMatteis has power of attorney

(4) Includes 45,000 shares of common stock owned by Mr. Lepore and 112,000 shares of preferred stock which is convertible into 373,333 shares of common stock.

(5) Includes 672,000 shares of preferred stock (including preferred stock dividend payable) held by Mr. Wolf convertible into 2,240,000 shares of our common stock.

(6) Includes 95,000 shares of common stock held by Mr. Nesbett.

(7) Includes 100,000 shares of common stock held by Mr. Thornton.

(8) Includes 15,049 shares of common stock held by Mr. Lavin.

Item 8. PLAN OF DISTRIBUTION

We are registering the shares of common stock issuable upon conversion of the preferred shares and upon exercise of the management stock options to permit the resale of these shares of common stock by the holders of the preferred shares and the management stock options from time to time after the date of this prospectus. We will not receive any of the proceeds from the sale by the Selling Security Holders of the shares of common stock, although we may receive proceeds from the conversion of the preferred shares and exercise of the options. We will bear all fees and expenses incident to our obligation to register the shares of common stock.

The Selling Security Holders may sell all or a portion of the shares of common stock beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If the shares of common stock are sold through underwriters or broker-dealers, the Selling Security Holders will be responsible for underwriting discounts or commissions or agent's commissions. The shares of common stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions,

- On any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;

- in the over-the-counter market;
- in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- Purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales;
- sales pursuant to Rule 144;
- broker-dealers may agree with the selling security holders to sell a specified number of such shares at a stipulated price per share;
- A combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

If the Selling Security Holders effect such transactions by selling shares of common stock to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the Selling Security Holders or commissions from purchasers of the shares of common stock for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of the shares of common stock or otherwise, the Selling Security Holders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the shares of common stock in the course of hedging in positions they assume. The Selling Security Holders may also sell shares of common stock short and deliver shares of common stock covered by this prospectus to close out short positions and to return borrowed shares in connection with such short sales. The Selling Security Holders may also loan or pledge shares of common stock to broker-dealers that in turn may sell such shares.

The Selling Security Holders may pledge or grant a security interest in some or all of the redeemable convertible preferred shares, stock options or shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time pursuant to this prospectus or any amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933, as amended, amending, if necessary, the list of Selling Security Holders to include the pledgee, transferee or other successors in interest as Selling Security Holders under this prospectus. The Selling Security Holders also may transfer and donate the shares of common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The Selling Security Holders and any broker-dealer participating in the distribution of the shares of common stock may be deemed to be "underwriters" within the meaning of the Securities Act, and any commission paid, or any discounts or concessions allowed to, any such broker-dealer may be deemed to be underwriting commissions or discounts under the Securities Act. At the time a particular offering of the shares of common stock is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of shares of common stock being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the Selling Security Holders and any discounts, commissions or concessions allowed or reallowed or paid to broker-dealers.

Under the securities laws of some states, the shares of common stock may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the shares of common stock may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.

There can be no assurance that any selling stockholder will sell any or all of the shares of common stock registered pursuant to the registration statement, of which this prospectus forms a part.

The Selling Security Holders and any other person participating in such distribution will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, including, without limitation, Regulation M of the Exchange Act, which may limit the timing of purchases and sales of any of the shares of common stock by the Selling Security Holders and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the shares of common stock to engage in market-making activities with respect to the shares of common stock. All of the foregoing may affect the marketability of the shares of common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of common stock.

We will pay all expenses of the registration of the shares of common stock pursuant to the registration rights agreement, estimated to be $53,500 in total, including, without limitation, Securities and Exchange Commission filing fees and expenses of compliance with state securities or "blue sky" laws; provided, however, that a selling stockholder will pay all underwriting discounts and selling commissions, if any. We will indemnify the Selling Security Holders against liabilities, including some liabilities under the Securities Act, in accordance with the registration rights agreements, or the Selling Security Holders will be entitled to contribution. We may be indemnified by the Selling Security Holders against civil liabilities, including liabilities under the Securities Act that may arise from any written information furnished to us by the selling stockholder specifically for use in this prospectus, in accordance with the related registration rights agreement, or we may be entitled to contribution.

Once sold under the registration statement, of which this prospectus forms a part, the shares of common stock will be freely tradable in the hands of persons other than our affiliates.

Item 9. DESCRIPTION OF SECURITIES TO BE REGISTERED

Our authorized capital stock consists of 10,000,000 preferred shares, par value $.001 per share and 100,000,000 common shares, par value $.001 per share. On February 29, 2008, there were 5,215,000 preferred shares and 7,057,469 common shares issued and outstanding.

Series A Redeemable Convertible Preferred Stock

The authorized capital stock of The Company consists of 10,000,000 shares of Preferred Stock, par value $.001 per share. Under our Articles of Incorporation, the preferred stock may be issued in one or more series. The board of directors of the Company is authorized to issue the shares of Preferred Stock, without additional stockholder approval, in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations, or restrictions of all shares of such series.

In August 2007, the board authorized the issuance of our Series A Redeemable Convertible Preferred Stock. The Preferred Stock is convertible at $.30 per share into $.001 par value Common Stock of Company. Dividends shall be paid (a) 12% Paid-in-Kind in first two years from Closing Date, and (b) 12% Paid-In-Cash after the first two years from Closing or 15% Paid-In-Kind, at the election of the Company. These dividends shall convert into Common Stock at $.30 per share, unless the Company elects to pay dividends in cash pursuant to (b) above. At any time prior to August 14, 2010, and upon 30 days advance notice, the Company shall have the right to redeem one-half of the Preferred Stock that is issued and outstanding by paying the Holder the full par value of the Preferred Stock plus accrued dividends in cash (the "First Redemption"). The remaining one-half of the Preferred Stock that is issued and outstanding after the First Redemption can either be: (a) redeemed by the Company in cash at par value plus accrued dividends with the Holder also receiving a 2-year option to acquire 5% of the issued and outstanding Common Stock of the Company at an exercise price of $.30 per share, or, (b) converted into 30% of the issued and outstanding Common Stock of the Company (the "Second Redemption'). The Holder shall have sole authority to elect subsection (a) or (b) above upon receiving a Redemption Notice. Any Common Stock or Common Stock Option issued pursuant to the First Redemption or the Second Redemption shall be on a fully-diluted basis, excluding the Management Stock Option below.

At the time of this registration statement, there were issued and outstanding 5,215,000 shares of preferred stock of which:

- 5,200,000 shares were issued to twenty-five (25) accredited investors in the Company's private placement of Series A Redeemable Convertible Preferred Stock between August and December 2007; and

- 15,000 shares were issued to a financial consultant in August 2007 for services rendered.

Common Stock

The authorized capital stock of The Company consists of 100,000,000 shares of common stock, par value $.001 per share. The number of shares of common stock issued and outstanding as of May 31, 2006 and May 31, 2007 were 3,761,455 and 4,541,455, respectively.

At the time of this registration statement, there were 7,427,469 shares of common stock issued and outstanding. Of the 7,427,469 shares:

- 2,391,194 shares were issued to creditors in August 2007 in exchange for their agreements to convert debt into equity;

- 90,000 shares were issued to a judgment creditor in exchange for the creditor's agreement to forebear in collection of the judgment;

- 300,000 shares were issued to employees of the Company from October 2007 to January 2008; and

- 105,000 shares were issued as compensation for services rendered by consultants to the Company from August 2007 to May 2008.

The balance of 4,541,455 shares are held by approximately 205 shareholders holding stock in record and nominee name.

Under our Articles of Incorporation, the holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Subject to preferential rights with respect to any outstanding Preferred Stock, holders of common stock are entitled to receive ratably whatever dividends the Board of Directors may declare to be payable out of funds specified for that purpose. If The Company were to be liquidated, dissolved or wound up, holders of common stock would be entitled to share ratably in all assets remaining after payment of liabilities and satisfaction of preferential rights. They would have no right to convert their common stock into any other securities. All shares of common stock have equal, non-cumulative voting rights, and have no preference, conversion, exchange, preemptive or redemption rights. The outstanding shares of Common are fully paid and nonassessable.

Common Stock Options

At the time of this registration statement, there were issued and outstanding 770,000 common stock options. The common stock options registered in this registration statement and the other outstanding common stock options of The

Company are governed by and subject to the terms of common stock option agreements between The Company and the option holder. The following is a brief summary of certain provisions of the option agreements relating to the common stock options offered in this registration statement. Copies of a form of option agreement may be obtained from The Company and has been filed with the Commission as an exhibit to the registration statement of which this Prospectus is a part.

- During this fiscal year, the board of directors at its meeting on April 9, 2008, granted to Daniel W. Dowe and William Feeney a five-year Stock Option at an exercise price of $.30 per share that is exercisable into 14.4% and 1.9%, respectively, of the Company's common stock on a fully-diluted basis. The Stock Option is fully-vested but not exercisable until the Company achieves: (a) $21.6 million in revenue or $2 million in EBITDA in a full calendar year by no later than Calendar Year 2009, and, (b) the Company has redeemed at least 2,125,000 shares of the preferred stock outstanding plus accrued dividends thereon no later than August 14, 2010. The failure of either condition (a) or (b) shall cause the entire Management Stock Option to terminate in its entirety.

- The board further authorized three-year stock options to each of the seven non-managing board members. The options have an exercise price of $.30 per share that is exercisable into 0.4% of the Company's Common Stock. These options are immediately fully-vested and exercisable and will expire on January 31, 2011.

Transfer Agent

The Transfer Agent, Conversion Agent and Registrar for the common stock, preferred stock and management stock option is Signature Stock Transfer, Inc.

Item 10. INTERESTS OF NAMED EXPERTS AND COUNSEL

The consolidated balance sheets of the company and its subsidiaries as of May 31, 2007 and 2006 and the related consolidated statements of operations and shareholders' deficiency and cash flows for each of the years in the two–year period ended May 31, 2007 included herein are in reliance upon reports of Sherb & Co., LLP, independent registered public accounting firm, and are incorporated by reference herein upon the authority of said firm as experts in accounting and auditing.

Item 11. INFORMATION WITH RESPECT TO THE REGISTRANT

Item 11(a). DESCRIPTION OF BUSINESS

a. Prior Business Development

The Company is a corporation formed under the laws of New York in 1999 and until August 2007 had its principal place of business and executive offices located at 42 Forest Lane, Bronxville, New York 10708, telephone 914-441-3591, where it operated as a licensing company. Pursuant to a Licensing Agreement with CGM Inc., a Pennsylvania corporation, the Company operated as a licensing entity that collected monthly royalty payments from its Licensee that are derived from sales of building materials that bore the Company's trade names. The royalties were paid monthly by the Licensee based on sales of goods made one month from the payment date. For instance, the royalty for sales of goods in August was paid on October 1st. The royalty agreement provides for a fixed licensing fee for each account.

b. Current Business Operation

At its Annual Meeting of Shareholders on January 28, 2005, the Company announced a new strategy that it was contemplating to advance the Company from a royalty collecting business into one that engages in the manufacturing and marketing of private label and specialty food products. In December 2006, the Company filed with the Securities and Exchange Commission a Form 8-K announcing that it had entered into a non-binding Letter of Intent to acquire 100% of the ownership interests in a privately-held specialty food company.

On August 14, 2007, all terms of a transaction were agreed upon and the requisite funds raised for the Company to acquire Artisanal Cheese, LLC. The purchase price was $4.5 million in cash and notes and the assumption of $700,000 in liabilities as part of the purchase consideration. The Company raised approximately $3.9 million dollars through a private placement of redeemable, convertible preferred stock. With this transaction, the Company sold its building material assets for approximately $1 million and recapitalized its existing debts primarily through a tax-free exchange of debt for equity and cash payments to satisfy other obligations. The Company's then current president, Daniel W. Dowe, agreed to serve as Chairman, Chief Executive Officer and President for an additional three years. As of August 2007, the Company moved its executive offices to 500 West 37th Street, New York, New York 10018.

16

The Company and Its Industry

American Home Food Products, Inc. had taken proactive steps to acquire a company in the large-scale diversified private label food manufacturing and marketing business. The Company had pursued several operating businesses that could serve as growth platforms in each of the selected product categories, however for various reasons not attributable to the Company the transaction could not be brought to a close.

During the fiscal year ending May 31, 2008, and as part of its analysis of the larger food industry beyond private label food companies, the Company identified a new expansion opportunity in the specialty cheese category. The specialty cheese business is a $6 billion category measured in retail dollars in the United States and the Company believes the category lacks an identifiable cheese brand that stand for luxury, best-in-class status.

Accordingly, the Company acquired the small but already popular Artisanal Cheese, LLC ("Artisanal") and has develop an expansion plan around its Artisanal Premium Cheese brand. Artisanal historically sold its products into the local Manhattan restaurant trade and through its website (www.artisanalcheese.com) and its printed catalogue. The Company has added personnel in its sales division and with limited advertisement has already expanded the Artisanal brand further in premium foodservice outlets and retail stores with additional sales growth coming from the website and catalogue through corporate gift programs.

Our Mission

To become the first company to offer a select line of specialty, artisan and farmstead cheese products under one brand -- Artisanal Premium Cheese -- from a single source. We will make the brand Artisanal Premium Cheese synonymous with outstanding, best-in-class cheese products. Artisanal Premium will be the "name" consumers remember and reference for their cheese needs. We will use our organization's retail food marketing, cheese culinary expertise and passion to elevate consumer awareness of the superiority of specialty, artisan and farmstead cheese products.

The Market for Specialty, Artisan and Farmstead Cheese

Americans consume close to 9 billion pounds of cheese annually with a market value of $39.9 billion. Specialty cheese accounted to 815 million pounds of this consumption generating $6.4 billion in annual retail sales. An important factor in this growth is specialty cheese consumption, which has grown five times faster than total cheese consumption over the past decade. Per capita consumption of cheese products has increased from 11.3 pounds in 1970 to 31.2 pounds in 2004 with growth expectations continuing to 37.5 pounds per capital by 2009. This trend is the result of growing consumer interest in a more health-conscious lifestyle and diet that includes more natural and high-quality food products with an appreciation for locally-sourced products. Specialty and artisan cheese products are also being sought by all types of retailers that want high margin, premium products to project an upscale retail format for competitive differentiation.

The current supply chain for artisan and specialty cheese products is highly-fragmented with small producers that have excellent proprietary cheese brands (and recipes) but limited resources to expand production, finance inventory and undertake the full sales cycle while overseeing farming operations. Our Company will endeavor to utilize the skills and experience of our management team, our balance sheet and capital markets know-how and food industry expertise to partner with local producers in a manner where we undertake all finance and marketing functions with our producer partners fulfilling all production capabilities. Initially, we will undertake this plan in accordance with the history of Artisanal as a pure marketing and distribution arm of best-in-class cheese products. The Company's new strategy post-closing will involve marketing more cheese products under its trademarked brand, Artisanal Premium Cheese, that will be subject to exclusive supply or licensing agreements to enable the Company to become a branded marketing company with proprietary product rights and not solely a distributor of cheese products.

Specialty Cheese – cheese products produced in a specialized manner (i.e. aging or treatment) even though made in larger quantities in commercial operations like the well-known Italian Parmaggiano or Pecorino-Romano cheeses, which are mass-produced, but have specialized production requirements that give the finished product a unique taste and texture.

Artisanal Cheese - cheese produced in smaller quantities and generally by hand or with little reliance on mechanical equipment or other commercial processes.

Farmstead Cheese - cheese produced like Artisanal cheese, but made only from the milk produced by animals that graze on the same property as the cheese production facility.

The Artisanal Premium Cheese Brand

Under its founding management team led by acclaim cheese expert and executive chef, Terrance Brennan, the Artisanal Premium Cheese brand was positioned as a best-in-class brand and it still holds this position in three complementary distribution channels: (i) Print Catalogue and Internet sales from the Company's website www.artisanalcheese.com, (ii) high-end restaurants and (iii) specialty cheese shops. The brand imagery started with Mr. Brennan's personality and image as a leading authority on cheese and from his four star culinary expertise showcased in his two very successful Manhattan restaurants, Picholine and Artisanal Bistro & Fromagerie.

The Artisanal Premium Cheese product business fulfills all cheese orders for the luxury-class retailers William & Sonoma and Neiman Marcus – this is another testament to the product quality.

The product line includes: (a) over 190 of the best artisan cheese products sourced from all over the world, including over 30 cheese products made by domestic producers, (b) gifts baskets and cheese accessories like cutting boards and knives, (c) cheese courses and events, (d) books on artisanal cheese and other food products.

For the year ended December 31, 2006, Artisanal Premium Cheese generated approximately $5.7 million in revenue. Under the Company's new public ownership it estimates that it would have earned over $400,000 in pre-tax operating profits on this revenue. The Company's new management team supported by additional capital is charting a course to grow the business through new strategic initiatives, including penetration into the $6 billion retail specialty cheese business.

Why Our Brand Is Needed

The American Palate has become increasingly more desirable of sophisticated specialty cheese products. This groundswell of interest is continuing to grow and resulting in huge demand for more variety and availability of specialty cheeses.

- **Consumers** want more and are willing to pay a premium price but they have limited stores that offer such products. There is much more demand than availability in the current mass market.

- **Retailers** continue to expand specialty cheese offerings but the supply chain of such products is complex and highly segmented by small cheese makers and distributors. Retailers need help in selection, supply chain dependability and simplification to reach best cheese choice decisions.

- **Artisan Handcrafted Cheese Makers** are often small private companies or dairies that do not have the ability, knowledge or capital structure to reach the mass market.... yet they desire to make and sell more. They often only sell what they can make due to the size of company and capital/structure limitations. This is particularly true in the American market where there are many individual dairy farms that have exquisite cheese recipes but have no outlet structure to sell from.

- In many regards American cheese recipes are following the development pattern of California wines some decades ago and are now reaching world-wide acclaim.

- The development of artisan breads now available in supermarkets in another example of an emerging consumer demand of finding more sophisticated products in traditional supermarkets.

Positioning Statement

Artisanal Cheese will be the only large branded marketer of a wide range of gourmet quality, proprietary and unique "best in class" recipes of Handcrafted Artisan specialty cheeses offered to the mass market from both America and Abroad. In the retail channel (i.e. supermarkets and specialty food outlets) AHF will promote domestic specialty, artisanal and farmstead cheese products under a global brand identity to build cross-marketing within its entire cheese offerings.

The Company will combine the finest artisan and handcrafted cheese recipes through the guidance of its exclusive consultant and award winning expert chef, Terrance Brennan, in concert with proprietary recipes and supply agreements and/or licenses from the best cheese recipe makers. We will consolidate this supply chain to a single source of supply to offer food retailers a complete gourmet line from a single supply source. We will also provide the scale and resources for small cheese makers which dominate the highly segmented gourmet cheese market to reach the mass USA market. In addition to fine cheeses, simplification and consolidation of supply, we will provide consultative selling direction and comprehensive buyer training to our clients at our NY based College of Cheeses.

End Game Statement

Retailers now have a one stop supply source “specialty cheese Shop Quality and Variety” of sophisticated artisan handcrafted cheeses.

Consumers can now rely on a quality brand as their preferred selection of a wide range of “cheese shop quality” cheeses in their local supermarket cheese section.

Artisan Cheese Makers now have pathway to reach the mass consumer market with winning recipes high in demand but limited in supply.

New Growth Opportunities

The Company’s management has set high expectations for Artisanal Premium Cheese as the existing market is large and growing, consumer demand is more inclined to continue healthy-lifestyles, including eating better quality and locally-produced food products, and retailers want premium cheese products to meet consumer demand and present an upscale retail format image.

The key drivers of growth will be:

(1) the new management team that has deep backgrounds in the retail supermarket segment and can penetrate this $6 billion segment,

(2) a strategic alliance with a major specialty food distributor that is interested in extending its product into cheese products to penetrate the foodservice sector demand for specialty cheeses,

(3) there is no company in existence that offers a wide range of artisanal cheese products from one source, and

(4) the Company will be adequately capitalized to penetrate major market segments.

Grass Roots Marketing Plans

Penetration of two major market segments – retail and foodservice -- will start regionally in New York City and take the form of sales calls to buying personnel at various retail and foodservice accounts. From there, training of store and foodservice personnel on sampling and presentation techniques will be undertaken to as premium cheese is more easily sold through a tasting experience. At the retail level, in Q4 of 2007 the Company plans to identify 100 premium stores in the New York City area and will have company paid in-store sales support present in the stores at peak hours on Friday and Saturday during the Holiday Season to promote the Artisanal brand to consumers and in turn work with existing store personnel to provide marketing and merchandising ideas on the Artisanal line.

The Company doesn’t envision funding a complex media campaign or other costly selling techniques as the product itself if merchandised differently that mass marketed consumer products. Overtime, select circulation magazine will be used to expand awareness of the Artisanal Premium Cheese brand with consumers having an immediate distribution outlet and product access through the Company’s website offering. The Company will also make in roads with other like product web-based merchandisers, like wine and high end gifts, to cross promote the websites through exchanges of advertising allowances. Search engine refinements will be done to the existing website – www.artisanalcheese.com -- to enhance sales, as well as wide distributions of the Company’s print catalogue.

Multiple Distribution Channels

The Artisanal Premium Cheese brand will be sold in multiple complimentary channels of distribution. To more aggressively manage these channels the Company will further divide its sales organization into more niche assignments to bring greater focus to its selling efforts. The four market segments are:

1. Traditional Retail Outlets

2. Foodservice Distributors

3. E-Commerce (Website sales)

4. Print Catalogue

Traditional Retail Outlets

The largest channel of distribution is the retail sector consisting of major national premium retail supermarkets and mass merchandisers that offer premium cheese products. There are over 50,000 supermarkets and mass merchandise outlets in the United States. The Company estimates that approximately 20% of these outlets, or 10,000 stores service demographics and have the proper merchandising mix to be categorized as premium or upscale markets. These 10,000 stores will be targeted by the Company for penetration of the Artisanal Premium Cheese brand.

Foodservice Distribution

This channel of distribution holds considerable promise for the Company as it will provide marketing opportunities for the Artisanal Premium Cheese brand to be sold as a branded product in multiple sub-channel segments -- upscale restaurants, caterers, hotels, private clubs, private and commercial aircraft, cruise ships and so many other interesting venues, but it will also allow for sales of cheese products that are used by executive chefs to cook various meals. The challenges of this channel involve frequent and smaller deliveries than the retail channel, so to better service this channel the Company will start its initial penetration with specialty food distributors that service 2-star restaurants and high-end hotels and related outlets for premium food products. Because the total count of potential niche outlets serviced by foodservice distributors is vast, the Company cannot accurately forecast the total range of outlets. However, in the Greater New York City to Boston markets, one specialty food distributor that the Company plans too work with starting this Spring has over 2,000 active accounts. The combination of this customer base with the Company’s existing 500 customer base of equals the total penetration that the Company forecasts nationally over five years.

E-Commerce and Print Catalogue

The E-Commerce sector is highly competitive as a whole and offers sufficient competition in the specialty cheese category. Our Company plans to distinguish our product line offering by the sheer breadth of specialty, artisan and farmstead cheese products coupled with culinary expertise of the founder and 4-Star Executive Chef Terrance Brennan. Offering wide assortments of cheese can have a negative impact as it creates consumer confusion. At our website we will categorize our cheese products to give consumers a narrower range to work with at one time, for instance, domestic versus international cheeses, or New York State cheese products versus Vermont, or by milk type (sheep, cow, and goat). We will further offer brief histories on the cheese selections coupled with wine and food pairings and presentation techniques to give the user a rich, personal gourmet experience with our products. We will also provide small elegant cheese prong signs to properly display cheese products with a 4 star restaurant pedigree to enable the busiest consumer to present cheese for social gatherings in a exceptionally pleasing manner. Much like our overall marketing strategy in other channels, the outstanding selection of cheeses that we offer will be a starting point. We are offering a lifestyle experience, elegance and relaxation with the Artisanal Premium Cheese line whether the purchase is for personal consumption or a gift to a friend, relative or colleague to celebrate a happy occasion.

As part of our Print Catalogue (and E-Commerce extension) we will mail higher volumes of catalogs to specific customer lists, we will look to co-advertise our Artisanal Premium Cheese gift selection with other major web-based and print catalogue companies that are either in the premium food or select gift businesses, such as William Sonoma, 1-800-Flowers, and other high-end fruit and wine purveyors.

In 2006, the Company mailed 50,000 catalogues and had 300,000+ unique visitors to its website. Through larger mailings, search engine marketing improvements and advertisements with other websites and catalogues companies we will look to increase sales 100% from 2006 sales with impressive growth results from there, but at lower growth rates year-over-year.

Cheese Center

At the Company’s Manhattan location is a revenue-generating classroom facility known internally as the Cheese Center. At this new modern facility of approximately 1,000 square feet is a dedicated working kitchen, classroom and presentation area with two large flat screen television panels and seating for up to 50 individuals. Historically, the Company would offer wine and cheese education courses to the general public for a per person price of approximately $75.00. The Cheese Center is also rented by third-parties for a site fee of $3,000-$5,000 per day for organizations wanting a personalized event at the Cheese Center.

The new plans call for an immediate expansion of the use of the Cheese Center, as each person that attends a class is added to the blast E-mail list that the company issues periodically to promote new products and events and other newsworthy items and they become a a member of our printed catalogue mailing list. The Company intends to hire one person to be dedicated to filling attendance at the Cheese Center. Areas that the Company will explore to generate more business for the Cheese Center which is paid in cash at the time of the event are:

- Major law firms and investment banking firms that book group events for summer associates, employees and client entertainment
- Matinee and pre-theatre attendees as an entertainment extension
- Singles events

- Group and corporate holiday parties
- NYC Tourism promoters
- Tie-ins with group caterers

Scaleable Operations

To facilitate its operating plans, the Company plans to continue operating from its Manhattan location until it reaches a run rate of $10 million in annual sales. In December 2006, the Company generated $1.2 million in sales with a two shift capacity during the week, confirming that the targeted run rate is achievable from current operations. Moving ahead, the Company foresees an expansion into a larger operating facility in the Greater New York area. Once alternative being considered is a 40,000 square foot facility in upstate New York (south of Albany) that is the same location where a local artisan cheese company produces it products and ships to over 250 restaurants and retail stores through its own direct store delivery (DSD) system. Many of these delivery points overlap with the Company's account base and could enable joint shipments to lower shipping costs. The second alternative is a location in New York City that will be adjacent to the same premises occupied by the specialty food distributor that the Company may enter into a strategic distribution relationship with to expand sales into the foodservice sector. (See Foodservice Distribution above).

Suppliers

None of the cheese we market will be produced by our Company. To the contrary, we will leave the production risks to people who have greater expertise than us in making world-class cheese products. We will become a marketing arm to many of these producers who generally are small producers who can produce sufficient quantities of cheese, but grapple with capital and physical space to carry larger inventories, and in many instances, with a lack of marketing and merchandising skills and personnel. Our Company, having larger warehouse capabilities, more seasoned finance professionals and capital access and experience with retail sales will make for an ideal partner to many of these producers. In time, the Company's internal goal is own the recipes or have an exclusive arrangement with the products that generate 80% or more of our revenues.

Government Sponsorship

The Company also intends to retain the professional lobbying services to seek publicly-available funds to promote domestic cheese products. In the last year (2003) that we found publicly-available information from the United Stated Department of Agriculture on grants to the private sector, over $28 million of support was given to promote a wide range of products, including provisions for in-store sampling of cheese products. Our management believes that our plan to promote a wide range of domestic artisan cheese products will be received very well at both the United States Department of Agriculture and the Department of Commerce as billions of dollars of dairy-agriculture subsidies are granted annually to enable dairy farmers to survive. The United States government is interested in supporting market-based solutions to curtail these subsidies. The expansion of domestic cheese products as products bearing equal if not superior quality to historically high-rated products from Europe will have an immediate and dramatic impact on the need for local domestic milk supply, thus easing the need for subsidies to these dairy farmers. In most cheese products 10 pounds of milk is required to produce one pound of cheese. As the volume of domestic artisan cheese sales increase it will require new demands on milk supplies that will generate more revenue and favorable prices for American diary farmers.

Our request for funding will not be specific to our Company. We will not produce the products we offer under the Artisanal Premium Cheese brand as our product line will be produced by local cheese producers that have achieved best-in-class status. These producers are generally local dairy farms. Under our plan, any public sponsorship we may receive to promote the Artisanal Premium Cheese brand will indirectly reach back to the coffers of local American dairy farmers who be producing higher levels of cheese products for our Company to market.

Corporate Marketing Strategy

To meet consumer preferences for locally-produced fresh products, the primary label on each cheese product offered by the Company will be that of the producing farm – as they are the local producer. These products will be offered under the Artisanal Premium Cheese brand and logo. Our brand will create the consumer loyalty for the entire product line of cheese products we offer. For instance, we may offer a great goat cheese product from Jasper Hill Farms of Vermont as made for Artisanal Premium Cheese. This will show the customer that the quality they expect can be found in the product because its an Artisanal Premium Cheese products, but that it's a specialty, or artisan or farmstead produced cheese versus an output from a major branding company. Skill, craftsmanship, uniqueness, freshness, local is the imagery that our brand will possess, cheese-by-cheese, regardless of the milk type or origin.

The words "Artisanal Premium" needs to be name that consumers remember when buying or describing great cheese products. Our informal market research show most people identify with specialty cheeses and like them very much, but have little if no recall of a brand. The consumers we have spoken to either describe cheeses they have consumed and liked, they recall the name of retail outlet or event where they consumed cheeses they liked, but they rarely are able state a brand name, or even cheese type (sheep, cow, and goat). We see this lack of brand recognition as an opportunity. Through our grass roots promotional work, packaging and merchandising plans we want to move consumers more toward the Artisanal Premium brand

21

– we want to impress the Artisanal Premium brand into the minds of consumers so they look for Artisanal cheeses and they tell others about a great Artisanal cheese products they consumed to create word-of-mouth sales expansion. For instance, instead of blank responses, we want consumer to have easily social exchanges like, “last night we tried the Artisanal Premium goat cheese from Vermont”. This is an easy to remember concept: Artisanal and Goat, if they wish to remember it was from Vermont that is great, however, if they can recall Artisanal in conversations and say it was a goat cheese the recipient of this information can then source the same Artisanal product from his or her local retail outlet or purchase the same cheese online through our website.

This strategy has multiple benefits:

1. It eliminates the cost to brand each cheese product,