

ASCENDIA BRANDS, INC.  
Form 8-K  
July 08, 2008

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

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): July 3, 2008

ASCENDIA BRANDS, INC.  
(Exact Name of Registrant as Specified in its Charter)

033-25900  
(Commission File Number)

Delaware  
(State or other Jurisdiction of Incorporation)

75-2228820  
(I.R.S. Employer Identification No.)

100 American Metro Boulevard, Suite 108, Hamilton, New Jersey 08619  
(Address of Principal Executive Offices)

609-219-0930  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors and Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 3, 2008, Robert L. Caulk resigned as a director of the Registrant. Mr. Caulk was an independent director and served as Chairman of the Registrant's Compensation Committee. He also served as a member of the Registrant's Audit Committee and Nominating and Corporate Governance Committee. To the best of the Registrant's knowledge, there is no disagreement between Mr. Caulk and the Registrant on any matter relating to the Registrant's operations, policies or practices.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 8, 2008

ASCENDIA BRANDS, INC.

By: /s/ Steven R. Scheyer  
Steven R. Scheyer  
Chief Executive Officer