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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) Previous Names X None Entity Type

0001133470

Name of Issuer

CALAVO GROWERS INC

- X Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

Jurisdiction of Incorporation/Organization

CALIFORNIA

Year of Incorporation/Organization

- X Over Five Years Ago
- Within Last Five Years (Specify Year)
- Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

CALAVO GROWERS INC

Street Address 1

1141-A Cummings Road

Street Address 2

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

Santa Paula CALIFORNIA 93060 805-525-1245

3. Related Persons

Last Name First Name Middle Name

Cole Lecil E.

Street Address 1 Street Address 2

1141-A Cummings Road

City State/Province/Country ZIP/PostalCode

Santa Paula CALIFORNIA 93060

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Barnes George H.

Street Address 1 Street Address 2

1141-A Cummings Road

City State/Province/Country ZIP/PostalCode

Santa Paula CALIFORNIA 93060

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hause	Michael	D.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sanders	Donald	M.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Snider	Alva	V.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Van Der Kar	Scott	
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Leavens	J.	Link
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McFarlane	Dorcas	H.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hunt	John	M.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carbone, Jr.	Egidio	
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Edwards	Harold	
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hollister	Steven	
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Brown	Marc	L.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bruno	Arthur	J.

Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Browne	Michael	A.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Ahmer	Alan	C.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wedin	Robert	J.
Street Address 1	Street Address 2	
1141-A Cummings Road		
City	State/Province/Country	ZIP/PostalCode
Santa Paula	CALIFORNIA	93060
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

4. Industry Group

<input checked="" type="checkbox"/> Agriculture <input type="checkbox"/> Banking & Financial Services <input type="checkbox"/> Commercial Banking <input type="checkbox"/> Insurance <input type="checkbox"/> Investing <input type="checkbox"/> Investment Banking <input type="checkbox"/> Pooled Investment Fund <input type="checkbox"/> Is the issuer registered as an investment company under the Investment Company Act of 1940? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Other Banking & Financial Services <input type="checkbox"/> Business Services <input type="checkbox"/> Energy	<input type="checkbox"/> Health Care <input type="checkbox"/> Biotechnology <input type="checkbox"/> Health Insurance <input type="checkbox"/> Hospitals & Physicians <input type="checkbox"/> Pharmaceuticals <input type="checkbox"/> Other Health Care <input type="checkbox"/> Manufacturing <input type="checkbox"/> Real Estate <input type="checkbox"/> Commercial <input type="checkbox"/> Construction <input type="checkbox"/> REITS & Finance <input type="checkbox"/> Residential <input type="checkbox"/> Other Real Estate	<input type="checkbox"/> Retailing <input type="checkbox"/> Restaurants <input type="checkbox"/> Technology <input type="checkbox"/> Computers <input type="checkbox"/> Telecommunications <input type="checkbox"/> Other Technology <input type="checkbox"/> Travel <input type="checkbox"/> Airlines & Airports <input type="checkbox"/> Lodging & Conventions <input type="checkbox"/> Tourism & Travel Services <input type="checkbox"/> Other Travel <input type="checkbox"/> Other
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- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|---|---|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Rule 505 |
| Rule 504 (b)(1)(i) | X Rule 506 |
| Rule 504 (b)(1)(ii) | Securities Act Section 4(5) |
| Rule 504 (b)(1)(iii) | Investment Company Act Section 3(c) |
| | Section 3(c)(1) Section 3(c)(9) |
| | Section 3(c)(2) Section 3(c)(10) |
| | Section 3(c)(3) Section 3(c)(11) |
| | Section 3(c)(4) Section 3(c)(12) |
| | Section 3(c)(5) Section 3(c)(13) |
| | Section 3(c)(6) Section 3(c)(14) |
| | Section 3(c)(7) |

7. Type of Filing

X New Notice Date of First Sale 2011-06-01 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|----------------------------------|
| X Equity | Pooled Investment Fund Interests |
| Debt | Tenant-in-Common Securities |
| Option, Warrant or Other Right to Acquire Another Security | Mineral Property Securities |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary):

In connection with the acquisition of Renaissance Food Group, LLC, the Issuer issued 43,000 shares of its common stock on June 1, 2011. Additional shares may be issued in the future as earn-out payments.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number X None
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$989,000 USD or Indefinite
Total Amount Sold \$989,000 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

As part of the acquisition of Renaissance Food Group, LLC, Issuer issued 43,000 shares of common stock, valued by agreement at \$23/shares. Additional shares may be issued pursuant to earn-out payments and additional filings will be made, if applicable.

14. Investors

X Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1
5

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CALAVO GROWERS INC	/s/ Lecil E. Cole	Lecil E. Cole	Chief Executive Officer	2011-06-13

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.