BONANNO RAYMOND J

Form 5/A April 29, 2010

Stock

OMB APPROVAL FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer BONANNO RAYMOND J Symbol SPICY PICKLE FRANCHISING (Check all applicable) INC [SPKL] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2009 90 MADISON STREET, #700 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 02/16/2010 DENVER, COÂ 80206 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Acquired (A) or Transaction Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or (D) Price Amount Raymon J. BonAnno Common Â Â Â Â Â Â 1,808,489 I and Joan E. Stock BonAnno **JTWROS** Â Â Â Â Common Â 2,293,045 I The

BonAnno Family Partnership,

LLP

SEC 2270

(9-02)

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

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 control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
					(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 0.2 (2)	Â	Â	Â	Â	Â	(1)	01/25/2012	Common Stock
Warrants	\$ 0.2	Â	Â	Â	Â	Â	(3)	09/22/2014	Common Stock
Stock Options	\$ 0.185	Â	Â	Â	Â	Â	11/24/2008	11/24/2013	Common Stock
Warrants	\$ 0.19	Â	Â	Â	Â	Â	09/22/2009	09/22/2014	Common Stock
Convertible note due 1/31/12	\$ 0.13	09/30/2009	Â	J4	2,366,591	Â	09/30/2009	01/31/2012	Common Stock
Convertible note due 1/31/12	Â	09/30/2009	Â	J4	153,828	Â	09/30/2009	(4)	Warrants

Reporting Owners

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

Reporting Owners 2

Edgar Filing: BONANNO RAYMOND J - Form 5/A

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

Signatures

Raymond J. 04/29/2010 BonAnno

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On January 25, 2007, the Reporting Person was granted an incentive stock option under the Issuer's 2006 Option Plan to purchase 100,000 shares of common stock originally at an exercise price of \$0.25 per share. The options are exercisable as to (i) 50,000 shares immediately upon date of grant; (ii) 25,000 on the 1st anniversary of date of grant; and (iii) 25,000 on the 2nd anniversary of date of
- immediately upon date of grant; (ii) 25,000 on the 1st anniversary of date of grant; and (iii) 25,000 on the 2nd anniversary of date of grant.
- (2) Price of options was reset to \$0.20 on September 8, 2009.
- Acquired on December 14, 2007 in connection with a private placement financing transaction. The warrants are exercisable at any time,
- (3) at the holder's election. On September 22, 2009, the exercise price was lowered to \$0.20 and the expiration date was extended to September 22, 2014.
 - On September 30, 2009, Mr. BonAnno was issued a convertible note for \$307,656.89 from the Issuer. The note is convertible at any time into shares at the rate of \$0.13 per share. In addition, for every \$2.00 converted, Mr. BonAnno will receive a warrant to purchase one
- share of common stock with the exercise price to be 120% of the average of the volume weighted average prices for the 10 trading days preceeding conversion.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3