

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or 12(g) of the
Securities Exchange Act of 1934

CALAVO GROWERS, INC.
(Exact name of registrant as specified in its charter)

California
(State of incorporation or
organization)

33-0945304
(I.R.S. Employer
Identification No.)

2530 Red Hill Avenue
Santa Ana, California
(Address of principal executive
offices)

92705-5542
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

None

None

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. []

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. [x]

Securities Act registration statement file number to which this form relates:
333-59418

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.001 per share
(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the common stock, par value \$0.001 per share, of Calavo Growers, Inc., a California corporation (the "Registrant"), that is set forth under the caption "Description of New Calavo Stock - Common Stock" in the Proxy Statement/Prospectus filed by the Registrant with the Securities and Exchange Commission on April 24, 2001, as part of the Registration Statement on Form S-4 (Registration No. 333-59418) (the "Form S-4 Registration Statement"), as amended from time to time, is hereby incorporated herein by reference in answer to this Item.

ITEM 2. EXHIBITS.

The following exhibits, which have been filed as exhibits to the Form S-4 Registration Statement, are hereby incorporated herein by reference in answer to this Item:

1. Articles of Incorporation of the Registrant (filed as Exhibit 3.1 to the Form S-4 Registration Statement).
2. Bylaws of the Registrant (filed as Exhibit 3.2 to the Form S-4 Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 6, 2001

CALAVO GROWERS, INC.

By: /s/ Egidio Carbone, Jr.

Egidio Carbone, Jr.

Vice President, Finance and Corporate
Secretary