



**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549****FORM S-8****REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933****CALAVO GROWERS, INC.**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)**33-0945304**  
(I.R.S. Employer  
Identification No.)**1141-A Cummings Road  
Santa Paula, California 93060**  
(Address of principal executive offices)**2005 Stock Incentive Plan of Calavo Growers, Inc.**  
(Full title of the plan)**Lecil E. Cole**  
**Chief Executive Officer**  
**Calavo Growers, Inc.**  
**1141-A Cummings Road**  
**Santa Paula, California 93060**  
(Name and address of agent for service)**(805) 525-1245**  
(Telephone number, including area code, of agent for service)**Copy to:**  
**Marc Brown**  
**Troy & Gould PC**  
**1801 Century Park East, Suite 1600**  
**Los Angeles, California 90067**  
**(310) 789-1269****CALCULATION OF REGISTRATION FEE**

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$0.001 per share(2)	400,000 shares(2)	\$ 9.10(2)	\$ 3,640,000(2)	\$ 389.48
Common Stock, par value \$0.001 per share(2)	2,100,000 shares(2)	\$ 10.04(2)	\$ 21,084,000(2)	\$ 2,255.99
Total	2,500,000 shares	—	\$ 24,724,000	\$ 2,645.47

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, this registration statement covers, in addition to the shares of common stock specified above, an indeterminate number of additional shares of common stock that may become issuable under the 2005 Stock Incentive Plan of Calavo Growers, Inc as a result of the anti-dilution adjustment provisions of the plan.
- (2) With respect to 400,000 shares to be offered under the 2005 Stock Incentive Plan of Calavo Growers, Inc., for which the offering price is known, the registration fee was determined in accordance with Rule 457(h) under the Securities Act of 1933. With respect to the remaining 2,100,000 shares of common stock that are issuable under this plan for which the offering price is not known, the proposed maximum offering price per share and maximum aggregate offering price for these shares were estimated pursuant to Rule 457(h) of the Securities Act on the basis of the high and low trading prices of the registrant's common stock as reported on the Nasdaq National Market on February 28, 2006.

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

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\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 of the Securities Act of 1933 and the Note to Part I of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents previously filed by Calavo Growers, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934 are incorporated by reference into this registration statement:

- The Company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2005, filed on February 1, 2006;
- The Company’s amended Quarterly Report on Form 10-Q/A for the quarter ended July 31, 2005 filed on January 31, 2006;
- The Company’s Current Reports on Form 8-K filed on January 19, 2006 and January 31, 2006, respectively; and
- The description of the Company’s common stock contained in its registration statement on Form 8-A filed on December 6, 2001, File No. 000-33385, including any amendment or report subsequently filed for the purpose of updating such description.

In addition, each document that the Company files with the Commission under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all shares of common stock registered hereunder have been sold or that deregisters all such shares of common stock then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be part thereof from the date of the filing of such document.

#### Item 4. Description of Securities

Not applicable.

#### Item 5. Interests of Named Experts and Counsel

Not applicable.

#### Item 6. Indemnification of Directors and Officers

Sections 204 and 317 of the California General Corporation Law authorize the Company to indemnify, subject to the terms and conditions set forth therein, its directors, officers, employees and other agents against expenses, judgments, fines, settlements and other amounts that they may incur in connection with pending, threatened or completed legal actions or proceedings that are based upon their service as directors, officers, employees or other agents of the Company or that are based upon their service as directors, officers, employees or other agents of certain other specified entities. The California General Corporation Law also provides that the Company is entitled to purchase indemnification insurance on behalf of any such director, officer, employee or agent.

Article VII of the Company’s Bylaws requires the indemnification by the Company of each of its directors to the maximum extent permitted by law. Article VII of the Company’s Bylaws authorizes, but does not require, the Company to indemnify its officers, employees and other agents against the expenses, judgments, fines, settlements and other amounts that are described in the preceding paragraph.

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### **Item 7. Exemption from Registration Claimed**

Not applicable.

### **Item 8. Exhibits**

The following exhibits are filed with this registration statement or are incorporated by reference as a part of this registration statement:

- 4.1 2005 Stock Incentive Plan of Calavo Growers, Inc. (previously filed on February 22, 2005 as an exhibit to the Registrant's Definitive Proxy Statement on Form DEF14A and incorporated herein by reference).
- 4.2 Form of Option Agreement for the 2005 Stock Incentive Plan of Calavo Growers, Inc. (previously filed on February 1, 2006 as an exhibit to the Registrant's Report on Form 10-K and incorporated herein by reference).
- 5.1 Opinion of Troy & Gould PC (included with this registration statement).
- 23.1 Consent of Deloitte & Touche LLP (included with this registration statement).
- 23.2 Consent of Troy & Gould PC (included in the opinion filed as Exhibit 5.1).
- 24.1 Power of Attorney (included on the signature page of this registration statement).

### **Item 9. Undertakings**

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

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(3) To file a post-effective amendment to remove from registration any of the securities being registered that remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Santa Paula, California, on March 2, 2006.

CALAVO GROWERS, INC.

By: /s/ Lecil E. Cole

Lecil E. Cole  
Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Lecil E. Cole as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her in any and all capacities, to sign this registration statement on Form S-8 and any amendments hereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as he or she might do or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may do or cause to be done by virtue of this power of attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lecil E. Cole</u> Lecil E. Cole	Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)	March 2, 2006
<u>/s/ Arthur J. Bruno</u> Arthur J. Bruno	Chief Operating Officer, Chief Financial Officer and Corporate Secretary (Principal Financial Officer)	March 2, 2006
<u>/s/ James E. Snyder</u> James E. Snyder	Controller (Principal Accounting Officer)	March 2, 2006
<u>/s/ Donald M. Sanders</u> Donald M. Sanders	Director	March 2, 2006
<u>/s/ Fred J. Ferrazzano</u> Fred J. Ferrazzano	Director	March 2, 2006
<u>/s/ John M. Hunt</u> John M. Hunt	Director	March 2, 2006
<u>/s/ George H. Barnes</u> George H. Barnes	Director	March 2, 2006
<u>/s/ J. Link Leavens</u> J. Link Leavens	Director	March 2, 2006
<u>/s/ Alva V. Snider</u> Alva V. Snider	Director	March 2, 2006
<u>/s/ Michael D. Hause</u> Michael D. Hause	Director	March 2, 2006
<u>/s/ Dorcas H. McFarlane</u> Dorcas H. McFarlane	Director	March 2, 2006
<u>/s/ Egidio Carbone, Jr</u> Egidio Carbone, Jr	Director	March 2, 2006
<u>/s/ Scott Van Der Kar</u> Scott Van Der Kar	Director	March 2, 2006

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EXHIBIT 5.1

TROY & GOULD PC  
1801 Century Park East, 16<sup>th</sup> Floor  
Los Angeles, California 90067-2367

March 2, 2006

Calavo Growers, Inc.  
1141-A Cummings Road  
Santa Paula, California 93060

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Calavo Growers, Inc., a California corporation (the “Company”), in connection with a Registration Statement on Form S-8 (the “Registration Statement”) that the Company intends to file with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), on or about March 2, 2006 for the purpose of registering the offer and sale of up to 2,500,000 shares (the “Shares”) of its common stock, par value \$0.001 per share, issuable under the 2005 Stock Incentive Plan of Calavo Growers, Inc. (the “Plan”). This opinion letter is being given to you pursuant to your request.

As a basis for rendering our opinion expressed below, we have reviewed originals or copies of originals, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Plan, (iii) the Company’s Articles of Incorporation and Bylaws, each as amended to date, (iv) resolutions of the Company’s Board of Directors pertaining to the issuance of the Shares, the Registration Statement and related matters, and (v) such other certificates of public officials, certificates of officers of the Company and other documents as we have considered necessary or appropriate as a basis for rendering our opinion.

With your permission, in order to render our opinion, we have made and relied upon such customary assumptions as we have deemed necessary or appropriate without any independent investigation or inquiry by us. Among other things, we have assumed that: all signatures on documents reviewed by us are genuine; all documents submitted to us as originals are authentic; and all documents submitted to us as copies conform to the originals of such documents, and such originals are authentic.

The law covered by our opinion is limited to the laws of the State of California. We neither express nor imply any opinion with respect to any other laws or the laws of any other jurisdiction, and we assume no responsibility with respect to the application or effect of any such laws.

This opinion letter is limited to the opinion expressly stated below, does not include any implied opinions and is rendered as of the date hereof. We do not undertake to advise you of matters that may come to our attention subsequent to the date hereof and that may affect our opinion, including, without limitation, future changes in applicable law.

Based upon and subject to all of the foregoing, we are of the opinion that all Shares which are issued, delivered and paid for in accordance with the terms and conditions of the Registration Statement and the Plan will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. However, by giving you this opinion letter and consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Troy & Gould

TROY & GOULD PC

**EXHIBIT 23.1****CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 31, 2006, relating to the financial statements and financial statement schedule of Calavo Growers, Inc., and of our report on internal control over financial reporting dated January 31, 2006 (which report expresses an adverse opinion on management's assessment and on the effectiveness of Calavo Growers, Inc.'s internal control over financial reporting because of a material weakness) appearing in the Annual Report on Form 10-K of Calavo Growers, Inc. for the year ended October 31, 2005.

/s/ Deloitte & Touche

Los Angeles, California  
February 24, 2006