

Vaughan Foods, Inc.
Form 3
July 09, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â MILLENCO, L.L.C.

(Last) (First) (Middle)

666 FIFTH AVENUE, 8TH FLOOR,Â

(Street)

NEW YORK,Â NYÂ 10103-0899

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/28/2007

3. Issuer Name **and** Ticker or Trading Symbol
Vaughan Foods, Inc. [FOODU]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

common stock, no par value ("Common Stock")

177,000 ⁽¹⁾

D ⁽²⁾ Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class A warrant ("Class A Warrant")	07/27/2007 ⁽³⁾	06/27/2012 ⁽³⁾	Common Stock	177,000	\$ 9.75	D ⁽²⁾	Â
Class B warrant ("Class B Warrant")	07/27/2007 ⁽⁴⁾	06/27/2012 ⁽⁴⁾	Common Stock	177,000	\$ 13	D ⁽²⁾	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLENCO, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â X	Â	Â
MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â	Â	May be deemed as group member.
ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â	Â	May be deemed as group member.

Signatures

*Mark Meskin, Chief Executive Officer

07/06/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

As of the date hereof, Millenco, L.L.C., a Delaware limited liability company ("Millenco") (formerly known as Millenco, L.P.) (1) beneficially owns 177,000 of the Issuer's units ("Units"). Each Unit consists of (a) one share of common stock, no par value ("Common Stock") (b) one Class A warrant ("Class A Warrant") and (c) one Class B warrant ("Class B Warrant").

Millennium Management, L.L.C., a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to have (2) shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

Each Class A Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of \$9.75. Each Class A Warrant will become exercisable on July 27, 2007 and expire on June 27, 2012. Commencing six months from the date of the Issuer's final prospectus (June 27, 2007), the Issuer may redeem some or all of the Class A Warrants at a price of \$0.25 per Class A Warrant, after (3) the Class A Warrants become separately tradeable and after the closing price of the Issuer's Common Stock, as reported on the principal market on which the Issuer's Common Stock trades, has been at or above 200% of the Unit offering price of \$6.50 for five consecutive trading days, by giving the holders not less than 30 days' notice.

(4)

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Each Class B Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of \$13.00. Each Class B Warrant will become exercisable on July 27, 2007 and expire on June 27, 2012. Commencing six months from the date of the Issuer's final prospectus (June 27, 2007), the Issuer may redeem some or all of the Class B Warrants, at a price of \$0.25 per warrant after the Class B Warrants become separately tradeable by giving the holders not less than 30 days' notice, which the Issuer may do after the its gross revenues, as confirmed by an independent audit, for any period of twelve months preceding the date of the notice, are equal to or greater than \$100 million.

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Remarks:

*Â MILLENCO,Â L.L.C.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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