

Edgar Filing: FRESH AMERICA CORP - Form 5

FRESH AMERICA CORP
 Form 5
 April 29, 2002

Form 5 ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP
 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

OMB Number: 3235-0362 Expires: January 31, 2005

Check box if no longer subject to Section 16. Form 4 or Form 5
 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported
 X Form 4 Transactions Reported

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(f) of the Investment Company Act of 1940 OMB APPROVAL

1.Name and Address of Reporting Person*
 Gruber & McBaine Capital Mgmt LLC, 50 Osgood Place, San Francisco, CA 94133
 2.Issuer Name and Ticker or Trading Symbol
 Fresh America (FRES)
 3.I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
 4.Statement for Month/Year 1/02
 5.If Amendment, Date of Original (Month/Year)
 6.Relationship of Reporting Person(s) to Issuer (Check all applicable)
 ___Director__X_10% Owner ___Officer(give title below)___Other(specify below)
 7.Individual or Joint/Group Reporting (check applicable line)
 ___X___Form Filed by One Reporting Person
 ___Form Filed by More than One Reporting Person
 Table I-Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned

1. Title of Security(Instr. 3)
 2. Trans-action Date (Month/ Day/ Year)
 3. Trans-action Code(Instr. 8)
 4. Securities Acquired (A) or Disposed of (D) -Amount, A or D, Price
 5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year
 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)
 7. Nature of Indirect Beneficial Ownership (Instr. 4)

1.	2.	3.	4.	4.	4.	5.	6.	7
Title	Date	Code	Amount	A/D	Price	Owned	Ownership	Nature
Common	2/21/2001	b	10000	A	1.01	600,300	I	By LP and IAA*
Common	2/21/2001	b	2000	A	1.01	600,300	I	By LP and IAA*
Common	2/21/2001	b	6200	A	1.01	600,300	I	By LP and IAA*
Common	2/21/2001	b	4000	A	1.01	600,300	I	By LP and IAA*
Common	8/30/2001	b	10000	A	0.15	600,300	I	By LP and IAA*
Common	8/30/2001	b	4000	A	0.15	600,300	I	By LP and IAA*

*By LP and IAA= By Limited Partnerships and Investment Advisory Accounts

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.Conver- sion or Exercise Price of Derivative Security

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- 3. Trans- action Date (Month/ Day/ Year)
 - 4. Trans- action Code (Instr. 8)
 - 5. Number of Derivative Securities Acquired (A) or Disposed of (D)
 - 6. Date Exercisable and Expiration Date (Month/Day/Year)
 - 7. Title and Amount of Underlying Securities (Instr. 3 and 4)
 - 8. Price of Derivative Security (Instr. 5)
 - 9. Number of Derivative Securities Beneficially Owned at End of Year
 - 10. Ownership of Derivative Security: Direct (D) or Indirect (I)
 - 11. Nature of Indirect Beneficial Ownership
- | | | Exercise | Transaction | Number | Date | Title | Number | Ownership | Nature |
|-------|-------|----------|-------------|--------|----------|-------|--------|-----------|--------|
| Title | Price | Date | Code | A or D | Exercise | | Owned | D/I | |
| ----- | | | | | | | | | |

Explanation of Responses:

**Signature of Reporting Person

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form5.htm>
 Last update: 02/11/2002