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LUCILLE FARMS INC
Form 8-K
August 17, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 17, 2005

LUCILLE FARMS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware ----- (State or Other Juris- diction of Incorporation)	1-12506 ----- (Commission File No.)	13-2963923 ----- (IRS Employer Identification No.)
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12 Jonergin Drive, PO Box 125, Swanton Vermont ----- (Address of Principal Executive Offices)	05488 ----- (Zip Code)
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Registrant's telephone number, including area code: (802) 868-7051

N/A

(Former Name or Former Address, if Changed Since Last Report)

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ITEM 3.01. NOTICE OF DELISTING OR FAILURE.

On August 11, 2005, the Registrant received a letter from NASDAQ that Registrant was not in compliance with Marketplace Rule 4310(c)(2)(B), which requires the Company to have a minimum of \$2,500,000 in stockholders' equity or \$35,000,000 market value of listed securities or \$500,000 of net income from continuing operations for the most recently completed fiscal year or two of the three most recently completed fiscal years, and, therefore, would be delisted from the Nasdaq Smallcap Market at the opening of business on August 20, 2005. The

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Company has until 4:00 P.M. on August 18, 2005 to appeal the Staff's determination and request a hearing. The Registrant intends to appeal the Staff's determination in a timely manner.

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Signatures:

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LUCILLE FARMS, INC.

By: /s/ Jay Rosengarten

Jay Rosengarten, Chief Executive Officer

Date: August 17, 2005

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