

Organic To Go Food CORP
Form SC 13D
July 08, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(A) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

SCHEDULE 13D

(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. __)

ORGANIC TO GO FOOD CORPORATION

(Name of Issuer)

Common Stock, par value \$0.001*

(Title of Class of Securities)

68618K106

(CUSIP Number)

**Inventages Wealth Management Inc.
Attn.: Mr. Wolfgang Reichenberger
Winterbotham Place, Marlborough & Queen Streets
P.O.Box N-3026
Nassau, The Bahamas
Telephone: +1 242 327 8278**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 19, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: ☐

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

*AS SOME OF THE SECURITIES BENEFICIALLY OWNED BY THE REPORTING PERSONS ARE CONVERTIBLE PROMISSORY NOTES CONVERTIBLE INTO THE ISSUERS SHARES OF COMMON STOCK, PAR VALUE \$0.001 PER SHARE (THE "SHARES") AND WARRANTS EXERCISABLE INTO SHARES, THE FIGURES IN THIS STATEMENT ARE SHOWN ON AN AS CONVERTED BASIS.

CUSIP NO. 68618K106

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Inventages Wealth Management Inc.		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ X (b) ☐ O		
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS WC		
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) O		
6)	CITIZENSHIP OR PLACE OF ORGANIZATION The Bahamas		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 0	
	8)	SHARED VOTING POWER 14,220,239*	
	9)	SOLE DISPOSITIVE POWER 0	
	10)	SHARED DISPOSITIVE POWER 14,220,239*	
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,220,239*		
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O		
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 32.8%**		
14)	TYPE OF REPORTING PERSON CO		

* Includes convertible promissory notes convertible into 2,166,667 Shares and warrants exercisable into 4,910,715 Shares.

** See Item 5.

Schedule 13D

CUSIP NO. 68618K106

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON W.Health L.P.		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ X (b) ☐ O		
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS WC		
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐ O		
6)	CITIZENSHIP OR PLACE OF ORGANIZATION The Bahamas		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 0	
	8)	SHARED VOTING POWER 14,220,239*	
	9)	SOLE DISPOSITIVE POWER 0	
	10)	SHARED DISPOSITIVE POWER 14,220,239*	
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,220,239*		
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐ O		
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 32.8%**		
14)	TYPE OF REPORTING PERSON PN		

* Includes convertible promissory notes convertible into 2,166,667 Shares and warrants exercisable into 4,910,715 Shares.

** See Item 5.

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CUSIP NO. 68618K106

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Wolfgang Reichenberger		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ X (b) ☐ O		
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS N/A		
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐ O		
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Austria		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 0	
	8)	SHARED VOTING POWER 14,220,239*	
	9)	SOLE DISPOSITIVE POWER 0	
	10)	SHARED DISPOSITIVE POWER 14,220,239*	
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,220,239*		
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐ O		
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 32.8%**		

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14)	TYPE OF REPORTING PERSON IN
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* Includes convertible promissory notes convertible into 2,166,667 Shares and warrants exercisable into 4,910,715 Shares.

** See Item 5.

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1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gunnar Weikert		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ X (b) ☐ O		
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS N/A		
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐ O		
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Germany		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 0	
	8)	SHARED VOTING POWER 14,220,239*	
	9)	SOLE DISPOSITIVE POWER 0	
	10)	SHARED DISPOSITIVE POWER 14,220,239*	
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,220,239*		
12)			

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	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
	o		
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	32.8%**		
14)	TYPE OF REPORTING PERSON		
	IN		

* Includes convertible promissory notes convertible into 2,166,667 Shares and warrants exercisable into 4,910,715 Shares.

** See Item 5.

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Schedule 13D

CUSIP NO. 68618K106

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the shares of Common Stock, par value \$0.001 per share (the "Shares"), of Organic To Go Foods Corporation (the "Issuer"), a Delaware corporation. The principal executive offices of the Issuer are located at 3317 Third Avenue South Seattle, Washington 98134.

As some of the securities beneficially owned by the Reporting Persons (as defined below) are convertible promissory notes convertible into Shares and warrants exercisable into Shares, the figures in this statement are shown on an as converted basis, unless otherwise indicated.

Item 2. Identity and Background.

(a) (c), (f) The following are the names of the reporting persons (the "Reporting Persons"), the place of organization, principal business, and address of the principal business or office of each Reporting Person:

(1) Inventages Wealth Management Inc. ("Inventages") is a corporation organized under the laws of The Bahamas, with a principal business address at Inventages Wealth Management Inc.; attn.: Wolfgang Reichenberger, Winterbotham Place, Marlborough & Queen Streets, P.O.Box N-3026, Nassau, The Bahamas. Inventages and invests primarily in Life Sciences, Consumer Goods, Food & Beverages.

(2) W.Health L.P. ("W.Health") is a limited partnership organized under the laws of The Bahamas, with a principal business address at W.Health L.P.; attn.: Wolfgang Reichenberger, Winterbotham Place, Marlborough & Queen Streets, P.O.Box N-3026, Nassau, The Bahamas. W.Health invests primarily in Life Sciences, Consumer Goods, Food & Beverages.

(3) Wolfgang Reichenberger ("Reichenberger") is an Austrian citizen residing in The Bahamas, with a principal business address at 1 Harbourside, Unit 6 Cloister Drive, Paradise Island, The Bahamas.

(4) Gunnar Weikert ("Weikert") is a German citizen residing in Switzerland, with a principal business address at La Dullive 4, 1196 Gland Switzerland.

Inventages in its capacity as the general partner of W.Health has the voting and dispositive power over the Shares directly beneficially owned by W.Health. As a result, Inventages may be deemed to indirectly beneficially own the Shares beneficially owned by W.Health. Messrs. Reichenberger and Weikert are the sole general partners and directors of Inventages. As a result, they may be deemed to indirectly beneficially own the Shares beneficially owned by W.Health. Messrs. Reichenberger and Weikert disclaim beneficial ownership of such Ordinary Shares.

Item 2. Identity and Background.

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The name, citizenship, residence or business address and present principal occupation of the directors and executive officers of Inventages and W.Health are set forth in SCHEDULE A and SCHEDULE B, respectively, attached hereto, and incorporated herein by reference.

(d) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons named in Schedules A and B to this Schedule 13D, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons named in Schedules A and B to this Schedule 13D, has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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Item 3. Source and Amount of Funds or Other Consideration.

The acquisition of the Shares beneficially owned by the Reporting Persons was funded by the Reporting Persons from their working capital.

Item 4. Purpose of Transaction.

The February 2008 Private Placement

On February 19, 2008, W. Health entered into a Securities Purchase Agreement with the Issuer for the acquisition of:

- (i) 7,142,857 Shares for an aggregate price of \$10 million;
- (ii) a warrant exercisable into 4,285,715 Shares at an exercise price of \$2.50 (subject to adjustment under certain circumstances); and
- (iii) a conditional warrant to purchase Shares at an exercise price of \$0.001 per share (subject to adjustment under certain circumstances). The conditional warrant is exercisable into a number of Shares equal to twenty percent (20%) of the total number of shares of capital stock on a fully diluted basis and may be exercised on a cashless basis. The conditions under which the conditional warrant is exercisable are, among others: the Issuer's failure to become listed on The NASDAQ Stock Market or the American Stock Exchange on or before February 27, 2011, the Issuer's failure to maintain listing on The NASDAQ Stock Market or the American Stock Market for certain specified time periods or if the Issuer is acquired by or merges with another unaffiliated entity for consideration to the Issuer of an amount equal to or less than \$2.50 per share before February 27, 2013. The conditional warrant will expire upon the earlier of any of these events and February 27, 2013.

The Issuer filed a registration statement on Form S-1 with the Securities and Exchange Commission (the "SEC") on May 2, 2008 covering the resale of the Shares purchased by W. Health, which became effective on May 13, 2008.

The foregoing description of the February 2008 Private Placement, the Securities Purchase Agreement, the Registration Rights Agreement, the warrant and the conditional warrant does not purport to be complete and is subject to, and qualified in its entirety by reference to, the provisions of these documents filed as Exhibits hereto (see Item 7), which are incorporated herein by reference.

The June 2008 Debt Financing

On June 1, 2008, the Issuer and W.Health entered into a Note and Warrant Purchase Agreement (the "Note and Warrant Purchase Agreement") relating to the sale of (i) a \$5 million convertible promissory note convertible into Shares (the "Note") and (ii) a warrant to purchase 625,000 Shares (the "Warrant") at an exercise price equal to \$3.00 (subject to certain adjustments) (the "Debt Financing"). As part of the Debt Financing, the Issuer is afforded the option to sell an additional \$5 million in convertible promissory notes and exercisable warrants to W.Health for a period of nine months following the closing. The closing of the Debt Financing occurred on June 17, 2008.

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The Note will automatically convert into Shares upon the earliest to occur of its maturity date and the date upon which the closing price of the Shares on the trading market on which it is listed or quoted on is and has been \$3.00 per share (subject to adjustments) or more on each trading day during a period of 60 consecutive calendar days preceding such date.

If the Note has not been previously automatically converted as stated above, then all (but not less than all) of the outstanding principal amount of the Note may be converted at the election of W.Health at any time before its maturity date for such number of Shares as determined by the following formula:

$A/10,000,000 \times 4,333,333$ where A equals the principal amount of this Note.

The Issuer and W.Health also entered into Registration Rights Agreements under which the Issuer is required to file with the SEC an initial registration statements covering the resale of the Shares issuable upon the conversion of any outstanding Notes and the exercise of any outstanding Warrants (as applicable) within ninety days following such conversion or exercise (whichever is applicable) (collectively, the Registration Statements). The Issuer is required to use its best efforts to cause the Registration Statements to be declared effective by the SEC as soon as possible after they are filed.

The foregoing description of the Note and Warrant Purchase Agreement, the Notes, the Warrants and the Registration Rights Agreements does not purport to be complete and is subject to, and qualified in its entirety by reference to, the provisions of these documents filed as Exhibits hereto (see Item 7), which are incorporated herein by reference.

Purposes of the Reporting Persons. The Shares reported herein as beneficially owned by the Reporting Persons are held for investment purposes. The Reporting Persons intend to review on a continuing basis their investment in the Shares and take such actions with respect to such investment, as they deem appropriate in light of the circumstances existing from time to time. Such actions could include, among other things, subject to applicable laws, purchasing additional Shares. The Reporting Persons could also determine to dispose of the Shares, in whole or in part, at any time, subject to applicable laws. Any such decision would be based on an assessment by the Reporting Persons of a number of different factors, including, without limitation, the business, prospects and affairs of the Issuer, the market for the Shares, the condition of the securities markets, general economic and industry conditions and other opportunities available to the Reporting Persons.

Except as may be provided otherwise herein, none of the Reporting Persons, nor to the best of their knowledge, any of the persons named in Schedules A and B hereto, has any present plans or proposals which relate to or would result in any of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a), (b) Percentages are based on 43,407,139 Shares outstanding (on an as converted basis), consisting of 36,329,755 Shares outstanding as of May 5, 2008 (as reported by the Issuer in its Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2008), and the 7,077,384 Shares (on an as converted basis) beneficially owned by the Reporting Persons (in the aggregate).

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As of June 17, 2008:

W.Health is the direct holder of 14,220,239 Shares (including the Notes convertible into 2,166,667 Shares and Warrants exercisable into 4,910,715 Shares) representing approximately 32.76% of the Shares outstanding (on an as converted basis).

By virtue of the relationships described in Item 2 above, Inventages and Messrs. Reichenberger and Weikert may be deemed to indirectly beneficially own the Shares beneficially owned by W.Health. Messrs. Inventages and Messrs. Reichenberger and Weikert disclaim beneficial ownership of such Ordinary Shares.

Item 5. Interest in Securities of the Issuer.

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Unless otherwise disclosed herein, information provided to the Reporting Person indicates that the persons named in Schedules A and B hereto did not beneficially own as of June 30, 2008 any Shares.

- (c) Except as set forth in Item 4, within the last 60 days, the Reporting Persons have not effected any transactions in the Shares.
- (d) Except as set forth in this Item 5, no person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

None, except as described under Item 4 above, which is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit 1	Joint Filing Agreement
Exhibit 2	Securities Purchase Agreement dated February 19, 2008 (1)
Exhibit 3	Registration Rights Agreement dated February 19, 2008 (2)
Exhibit 4	Deferred Registration Rights Agreement dated February 19, 2008 (3)
Exhibit 5	Form of Warrant (4)
Exhibit 6	Form of Conditional Warrant (5)
Exhibit 7	Note and Warrant Purchase Agreement (6)
Exhibit 8	Form of Note (7)
Exhibit 9	Form of Warrant (8)
Exhibit 10	Note Registration Rights Agreement (9)
Exhibit 11	Warrant Registration Rights Agreement (10)

- (1) Filed as Exhibit 10.1 to the Issuer's report on Form 8-K filed with the SEC on February 25, 2008, and incorporated herein by reference.
- (2) Filed as Exhibit 10.2 to the Issuer's report on Form 8-K filed with the SEC on February 25, 2008, and incorporated herein by reference.
- (3) Filed as Exhibit 10.3 to the Issuer's report on Form 8-K filed with the SEC on February 25, 2008, and incorporated herein by reference.
- (4) Filed as Exhibit 10.4 to the Issuer's report on Form 8-K filed with the SEC on February 25, 2008, and incorporated herein by reference.
- (5) Filed as Exhibit 10.5 to the Issuer's report on Form 8-K filed with the SEC on February 25, 2008, and incorporated herein by reference.

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- (6) Filed as Exhibit 10.2 to the Issuer's report on Form 8-K filed with the SEC on June 4, 2008, and incorporated herein by reference.
- (7) Filed as Exhibit 10.3 to the Issuer's report on Form 8-K filed with the SEC on June 4, 2008, and incorporated herein by reference.
- (8) Filed as Exhibit 10.4 to the Issuer's report on Form 8-K filed with the SEC on June 4, 2008, and incorporated herein by reference.

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- (9) Filed as Exhibit 10.5 to the Issuer's report on Form 8-K filed with the SEC on June 4, 2008, and incorporated herein by reference.
- (10) Filed as Exhibit 10.6 to the Issuer's report on Form 8-K filed with the SEC on June 4, 2008, and incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 7, 2008

INVENTAGES WEALTH MANAGEMENT INC.

/s/ Gunner Weikert
Gunnar Weikert

/s/ Wolfgang Reichenberger
Wolfgang Reichenberger

W.HEALTH LP.

/s/ Gunner Weikert
Gunnar Weikert

/s/ Wolfgang Reichenberger
Wolfgang Reichenberger

GUNNAR WEIKERT

/s/ Wolfgang Reichenberger
Gunnar Weikert

WOLFGANG REICHENBERGER

/s/ Wolfgang Reichenberger
Wolfgang Reichenberger

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SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF INVENTAGES WEALTH MANAGEMENT INC.

NAME AND ADDRESS	CITIZENSHIP	POSITION	CURRENT PRINCIPAL OCCUPATION
Gunnar Weikert La Dullive 4, 1196 Gland Switzerland Wolfgang Reichenberger 1 Harbourside, Unit 6 Cloister Drive, Paradise Island	German	Director	Investment Professional

SIGNATURES

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NAME AND ADDRESS	CITIZENSHIP	POSITION	CURRENT PRINCIPAL OCCUPATION
The Bahamas	Austrian	Director	Investment Professional

SCHEDULE B

DIRECTORS AND EXECUTIVE OFFICERS OF W.HEALTH L.P.

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Schedule 13D

CUSIP NO. 68618K106

EXHIBIT 1

JOINT FILING AGREEMENT

This Agreement is filed as an exhibit to this Schedule 13D being filed by Inventages Wealth Management Inc., W.Health L.P., Gunnar Weikert and Wolfgang Reichenberger in compliance with Rule 13d-1(k) of the Securities and Exchange Commission, which requires an agreement in writing indicating that the Schedule 13D to which this Agreement is attached is filed on behalf of the below-named persons, that they are each responsible for the timely filing of the Schedule 13D and any amendments thereto and for the completeness and accuracy of the information concerning such persons contained therein.

This Agreement may be executed in one or more counterparts, each of which will be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 7th day of July 2008.

INVENTAGES WEALTH MANAGEMENT INC.

/s/ Gunner Weikert

By: Director

Name: Gunner Weikert

W.HEALTH L.P.

/s/ Gunner Weikert

By: Director

Name: Gunner Weikert

/s/ Gunner Weikert

Gunnar Weikert

/s/ Wolfgang Reichenberger

Wolfgang Reichenberger

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