

PACIFICHEALTH LABORATORIES INC

Form 8-K

December 12, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): **December 7, 2006**

**PACIFICHEALTH LABORATORIES, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>000-23495</b> (Commission File Number)	<b>22-3367588</b> (IRS Employer Identification Number)
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<b>100 Matawan Road, Suite 420, Matawan, NJ</b> (Address of Principal Executive Offices)	<b>07747-3913</b> (Zip Code)
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Registrant's telephone number, including area code: **(732) 739-2900**

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS**

On December 7, 2006, PacificHealth Laboratories, Inc. received Mr. Robert Rowbal's resignation as a director. Mr. Rowbal is Business Unit Controller for the Specialty Foods Group of Hormel Foods Corporation ("HFC"). Although Mr. Rowbal was elected the board at the suggestion of HFC, he was not elected pursuant to any arrangement or understanding. Previously, HFC had the right by agreement to designate an individual to be nominated to the Company's Board of Directors. This right lapsed, however, when HFC converted its shares of the Company's Series A Preferred Stock to Common Stock.

SIGNATURE

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.

PACIFICHEALTH LABORATORIES, INC.

Date: December 11, 2006

By: /s/ Stephen P. Kuchen

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Stephen P. Kuchen  
Chief Financial Officer