

PACIFICHEALTH LABORATORIES INC
Form SC 13D/A
January 19, 2007
CUSIP No. 695113 10 0

13D

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

**AMENDMENT NO. 3
TO
SCHEDULE 13D**

Under the Securities Exchange Act of 1934

PACIFICHEALTH LABORATORIES, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

695113 10 0

(CUSIP Number)

**James Cavanaugh
Hormel Health Labs, LLC
1 Hormel Place
Austin, MN 55912
Tel: (507) 437-5220**

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

January 5, 2007

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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1	NAMES OF REPORTING PERSONS, I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Hormel Health Labs, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With:	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%		
14	TYPE OF REPORTING PERSON OO		

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This Amendment No.3 (the Amendment) amends the Statement of Beneficial Ownership on Schedule 13D, originally filed with the Securities and Exchange Commission (the Commission) on February 10, 2005, and as further amended on August 31, 2005 and June 27, 2006 (the Schedule 13D) by Hormel Health Labs, LLC (Hormel) with respect to shares of common stock, \$0.0025 par value (the Common Stock), of PacificHealth Laboratories, Inc., a Delaware corporation (the Company), with its principal executive offices located at 100 Matawan Road, Suite 420, Matawan, NJ 07747. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged.

This Amendment No. 3 to the Schedule 13D terminates the filing obligations of Hormel, because Hormel is currently the beneficial owner of less than 5% of the Common Stock.

Item 4. Purpose of Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

On January 5, 2007, Hormel sold all 909,091 shares of its Common Stock.

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

In connection with its acquisition of securities of the Company in January 2005, the Company and Hormel Health Labs entered into an Investors Rights Agreement. Also in connection with the the securities acquisition, the Company, Hormel Health Labs and Dr. Robert Portman, PacificHealth s Chairman and Chief Scientific Officer, entered into a Right of First Refusal and Co-Sale Agreement on January 28, 2005. Effective January 5, 2007, the Investors Rights Agreement and Right of First Refusal and Co-Sale Agreement were terminated by the parties.

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SIGNATURE

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

DATED as of January 19, 2007.

/s/ James W. Cavanaugh

Name: James W. Cavanaugh

Title: Senior Vice President and General Counsel

SIGNATURE

