



OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Armanino Foods of Distinction, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 30588 San Antonio Street

Address 2:

Address 3: Hayward, CA 94544

Phone: (510) 441-9300

Email: amnf@armaninofoods.com

Website(s): www.armaninofoods.com

IR Contact

Address 1: Edgar Estonina

Address 2: 30588 San Antonio Street

Address 3: Hayward, CA 94544

Phone: (510) 441-9300

Email: amnf@armaninofoods.com

Website(s): www.armaninofoods.com

3) Security Information

Trading Symbol: AMNF

Exact title and class of securities outstanding: Common stock

CUSIP: 042166801

Par or Stated Value: no par

Total shares authorized: 40,000,000

as of: 3/31/13

Total shares outstanding: 32,015,645

as of: 3/31/13

Additional class of securities (if necessary):

Trading Symbol: AMNF

Exact title and class of securities outstanding: Preferred Stock

CUSIP: 042166801

Par or Stated Value: no par

Total shares authorized: 10,000,000

as of: 3/31/13

Total shares outstanding: 0

as of: 3/31/13



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Transfer Agent

Name: Computershare Trust Company, N.A.

Address 1: 250 Royall Street

Address 2:

Address 3: Canton, MA 02021

Phone: (303)262 0710

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

2,274,842 shares of common stock are restricted

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

None

B. Any jurisdictions where the offering was registered or qualified;

Not Applicable

C. The number of shares offered;

Not Applicable



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D. The number of shares sold;

None

E. The price at which the shares were offered, and the amount actually paid to the issuer;

Not Applicable

F. The trading status of the shares; and

Not Applicable

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Not Applicable

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

See "Armanino Foods Q1'13 Quarterly Disclosure" for financial statements posted on 5/15/13



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Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The Company is currently engaged in the production and marketing of upscale and innovative frozen and refrigerated food products, including pesto and other sauces, stuffed pasta products, and cooked meat products.

B. Date and State (or Jurisdiction) of Incorporation:

Colorado, 1986

C. the issuer's primary and secondary SIC Codes;

2030 (what if we want to change?)

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

The Company's line of frozen products presently includes pesto sauces, stuffed pastas and pasta sheets, as well as value-added specialty Italian pastas, and cooked meat products.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases approximately 24,375 square feet of office, production and warehouse space located at 30588 San Antonio Street, Hayward, California, 94544. The Company also leases approximately 7,408 square feet of additional



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office and warehouse space located at 30641 San Antonio Street, Hayward, California, 94544. As of December 31, 2012, the Company owned all of its manufacturing equipment except for a Co2 tank. All of the Company's pesto sauces, and most of its ravioli and tortellini products, are manufactured in its production facility.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

<u>Name</u>	<u>Business Address</u>	<u>Positions and Offices Held & Term as a Director</u>	<u>Shares Owned</u>
Edmond J. Pera	30588 San Antonio Street Hayward, CA 94544	President and Chief Executive Officer since February 2009. Also, Secretary, Treasurer until February 2009, and Director since August 2000. Served as Chief Operating Officer (Principal Financial Officer) from May 2003 to February 2009.	450,000
Douglas R. Nichols	30588 San Antonio Street Hayward, CA 94544	Chairman of the Board since February 2009. Previously served as Director since June 2001.	2,158,957
John Micek III	30588 San Antonio Street Hayward, CA 94544	Director since February 1988.	-
David B. Scatena	30588 San Antonio Street Hayward, CA 94544	Director since February 1988 and Vice Chairman of the Board since February 1999.	4,140
Joseph F. Barletta	30588 San Antonio Street Hayward, CA 94544	Director since December 1999.	-
Patricia A. Fehling	30588 San Antonio Street Hayward, CA 94544	Director since December 2004	100,000
Deborah Armanino LeBlanc	30588 San Antonio Street Hayward, CA 94544	Elected to the Board of Directors in February 2009. Secretary since February 2009.	1,184,292

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None



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2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Mark Cassanego

Firm: Carr, McClellan, Ingersoll

Address 1: 216 Park Road

Address 2: Burlingame, CA 94011-0513

Phone: (650) 342-9600

Email: amnf@armaninofoods.com

Accountant or Auditor

Name: Alan Gregory

Firm: Gregory & Associates, LLC

Address 1: 4397 South Albright Drive

Address 2: Salt Lake City, UT 84124

Phone: (801) 277-2763



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Email: amnf@armaninofoods.com

Investor Relations Consultant

Name: N/A

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: N/A

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Edmond J. Pera, certify that:

1. I have reviewed this quarterly disclosure statement of Armanino Foods of Distinction, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 22, 2013 [Date]

/s/Edmond J Pera [CEO's Signature]



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I, Edgar Estonina, certify that:

1. I have reviewed this quarterly disclosure statement of Armanino Foods of Distinction, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 22, 2013 [Date]

/s/Edgar Estonina [CFO's Signature]