

NEW WORLD BRANDS INC  
Form SC 13G  
July 14, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C., 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

**NEW WORLD BRANDS, INC.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**64926N106**

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(CUSIP Number)

**January 23, 2009**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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 ( 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).

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| 1. |  |
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|   | Names of Reporting Persons.<br>I.R.S. Identification Nos. of above persons (entities only).<br><b>B.O.S Better Online Solutions Ltd.</b> |  |  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |  |  |
| 3.  | SEC Use Only   |  |  |
| 4.  | Citizenship or Place of Organization<br><b>Israel</b>  |  |  |
| Number of Shares Beneficially owned by Each Reporting Persons With: | 5.   | Sole Voting Power<br><u>62,871,122*</u>      |  |
|   | 6.   | Shared Voting Power                          |  |
|   | 7.   | Sole Dispositive Power<br><u>62,871,122*</u> |  |
|   | 8.   | Shared Dispositive Power                     |  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br><u>62,871,122*</u>   |  |  |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="radio"/>                             |  |  |
| 11.   | Percent of Class Represented by Amount in Row (9)<br><u>15.2%**</u>  |  |  |
| 12.   | Type of Reporting Person (See Instructions)<br>CO  |  |  |

\* Includes 1,430,178 shares issuable upon exercise of warrants at an exercise price of \$0.2097644 per share.

\*\* Calculations are based on 411,879,673 shares of common stock of the Issuer outstanding as of May 20, 2009. The number of outstanding shares of common stock is derived from the 10-Q filed by the Issuer on May 20, 2009.

**Item 1.**

- (a) Name of Issuer

**New World Brands, Inc.**

- (b) Address of Issuer's Principal Executive Offices

**340 West Fifth Avenue, Eugene, Oregon**

**Item 2.**

- (a) Name of Person Filing

**B.O.S. Better Online Solutions Ltd.**

- (b) Address of Principal Business Office or, if none, Residence

**20 Freiman Street, Rishon LeZion, 75100, Israel**

- (c) Citizenship

**Israel**

- (d) Title of Class Securities

**Common Stock**

- (e) CUSIP Number

**64926N106**

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:** Not Applicable

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)

**Item 2.**

- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J);

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**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 62,871,122\*
- (b) Percent of class: 15.2%\*\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 62,871,122\*
  - (ii) Shared power to vote or to direct the vote.
  - (iii) Sole power to dispose or to direct the disposition of 62,871,122\*
  - (iv) Shared power to dispose or to direct the disposition of.

*Instruction.* For computation regarding securities which represent a right to acquire an underlying security *see* § 240.13d-3(d)(1).

\* Includes 1,430,178 shares issuable upon exercise of warrants at an exercise price of \$0.2097644 per share.

\*\* Calculations are based on 411,879,673 shares of common stock of the Issuer outstanding as of May 20, 2009. The number of outstanding shares of common stock is derived from the 10-Q filed by the Issuer on May 20, 2009.

**Item 5. Ownership of Five Percent or less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

*Instruction:* Dissolution of a group requires a response to this item.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On By the Parent Holding Company**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

July 14, 2009

**B.O.S Better Online Solutions Ltd.**

By: /s/ Shalom Daskal

Shalom Daskal  
Chief Executive Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violation (See 18 U.S.C. 1001)**

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SIGNATURE

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