SHORT W. JOHN Form 4 August 06, 2012

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

390

(Print or Type Responses)

1. Name and Address of Reporting Person \* SHORT W. JOHN

(First)

(Street)

6720 N SCOTTSDALE RD, STE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NUTRACEA [NTRZ]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

07/31/2012

(Check all applicable) \_X\_\_ Director 10% Owner

X\_ Officer (give title Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

Chief Executive Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SCOTTSDALE, AZ 85253

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying (Instr. 3 and

### Edgar Filing: SHORT W. JOHN - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4,		Date Exercisable	Expiration Date	Title
10% Secured Convertible Promissory Note Due 2015 (1)	\$ 0.1	07/31/2012		D		\$ 25,000	01/18/2012	01/18/2015	Common Stock
10% Secured Convertible Promissory Note Due 2015 (1) (3)	\$ 0.07	07/31/2012		A	\$ 25,000		01/18/2012	07/31/2015	Common Stock
Common Stock Warrant, right to buy	\$ 0.12	07/31/2012		D		250,000	01/18/2012	01/18/2017	Common Stock
Common Stock Warrant, right to buy	\$ 0.08	07/31/2012		A	428,571		01/18/2012	07/31/2017	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
noporomg o mass rumo, rauncos	Director	10% Owner	Officer	Other		
SHORT W. JOHN 6720 N SCOTTSDALE RD STE 390 SCOTTSDALE, AZ 85253	X		Chief Executive Officer			
Cianaturos						

## Signatures

J. Dale Belt, by power of attorney 08/06/2012

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

Reporting Owners 2

#### Edgar Filing: SHORT W. JOHN - Form 4

On 7/31/12, the promissory note issued under the Note and Warrant Purchase Agreement dated 1/17/12 was amended to decrease the conversion price from \$0.10 per share to \$0.07 per share and the maturity date of the promissory note changed from 1/18/15 to 7/31/15.

- On 7/31/12, the warrant issued under the Note and Warrant Purchase Agreement dated 1/17/12 was amended to (i) decrease the exercise (2) price from \$0.12 per share to \$0.08 per share, (ii) amend the expiration date of the warrantfrom 1/18/17 to 7/31/17, and (iii) increase the number of shares underlying the warrant to 428,571 shares.
- (3) Contains full rachet antidilution provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.