

HALPERN BARUCH
Form 4
August 06, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALPERN BARUCH

(Last) (First) (Middle)
6720 N SCOTTSDALE, STE. 390
(Street)

SCOTTSDALE, AZ 85253

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUTRACEA [NTRZ]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V | Amount | Price |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. T... Und... (Inst... |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|-------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|-------------------------|

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| Derivative Security | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|---------|------------|------|---|--------------|--------------|------------------|-----------------|-------|
| 10% Secured Convertible Promissory Note Due 2015 <u>(1)</u> | \$ 0.07 | 07/31/2012 | A | | \$ 100,000 | | 07/31/2012 | 07/31/2015 | Co S |
| Common Stock Warrant, right to buy <u>(1)</u> | \$ 0.08 | 07/31/2012 | A | | 1,428,571 | | 07/31/2012 | 07/31/2017 | Co S |
| Common Stock Warrant, right to buy <u>(1) (2)</u> | \$ 0.07 | 07/31/2012 | A | | 357,142 | | 07/31/2012 | 07/31/2017 | Co S |
| 10% Secured Convertible Promissory Note Due 2015 <u>(3)</u> | \$ 0.1 | 07/31/2012 | D | | | \$ 2,500,000 | 01/18/2012 | 01/18/2015 | Co S |
| 10% Secured Convertible Promissory Note Due 2015 <u>(1) (3)</u> | \$ 0.07 | 07/31/2012 | A | | \$ 2,500,000 | | 01/18/2012 | 07/31/2015 | Co S |
| Common Stock Warrant, right to buy <u>(4)</u> | \$ 0.12 | 07/31/2012 | D | | | 25,000,000 | 01/18/2012 | 01/18/2017 | Co S |
| Common Stock Warrant, right to buy <u>(1) (4)</u> | \$ 0.08 | 07/31/2012 | A | | 42,857,143 | | 01/18/2012 | 07/31/2017 | Co S |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALPERN BARUCH 6720 N SCOTTSDALE STE. 390 SCOTTSDALE, AZ 85253 | X | | | |

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) Contains full ratchet antidilution provision.
 - (2) Issued pursuant to 2/15/11 financial advisor agreement with Halpern Capital, Inc.
 - (3) 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 price from \$0.12 per share to \$0.08 per share, (ii) amend the expiration date of the warrant from 1/18/17 to 7/31/17, and (iii) increase the number of shares underlying the warrant to 42,857,143 shares.
 - (4) price from \$0.12 per share to \$0.08 per share, (ii) amend the expiration date of the warrant from 1/18/17 to 7/31/17, and (iii) increase the number of shares underlying the warrant to 42,857,143 shares.
 - (5) Note and related warrant were issued for \$100,000 cash.

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.