

SHORT W. JOHN
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 *
SHORT W. JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6720 N SCOTTSDALE RD, STE 390

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

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

Chief Executive Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V (A) (D)			
10% Secured Convertible Promissory Note Due 2015 <u>(1)</u>	\$ 0.1	07/31/2012	D	\$ 25,000	01/18/2012	01/18/2015	Common Stock
10% Secured Convertible Promissory Note Due 2015 <u>(1)</u> <u>(3)</u>	\$ 0.07	07/31/2012	A	\$ 25,000	01/18/2012	07/31/2015	Common Stock
Common Stock Warrant, right to buy <u>(2)</u>	\$ 0.12	07/31/2012	D	250,000	01/18/2012	01/18/2017	Common Stock
Common Stock Warrant, right to buy <u>(2)</u> <u>(3)</u>	\$ 0.08	07/31/2012	A	428,571	01/18/2012	07/31/2017	Common Stock

Reporting Owners

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

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)

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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 428,571 shares.
- (2)
- (3) Contains full ratchet 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.

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