

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)
SCOTTSDALE, AZ 85253

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | 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) Code V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|--|------------------------------|------------------|-------------------|---|---------|------------------|-----------------|--------------|
| | | | | (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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