

NUTRACEA
Form 8-K
June 16, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 14, 2011

NUTRACEA

(Exact Name of Registrant as Specified in Charter)

California
(State or other jurisdiction of
incorporation)

0-32565
(Commission File Number)

87-0673375
(IRS Employer Identification No.)

6720 N. Scottsdale Road, Suite 390
Scottsdale, AZ
(Address of Principal Executive Offices)

85253
(Zip Code)

Registrant's telephone number, including area code: (602) 522-3000

(Former name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of NutraCea was held on June 14, 2011. At the Annual Meeting, the shareholders voted on the following four proposals and cast their votes as described below.

1. Election of six (6) members to the board of directors:

| | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| W. John Short | 46,865,270 | 1,725,558 | 111,506,658 |
| Richard H. Koppes | 46,791,219 | 1,799,609 | 111,506,658 |
| James C. Lintzenich | 27,797,363 | 20,793,465 | 111,506,658 |
| Edward L. McMillan | 41,525,459 | 7,065,369 | 111,506,658 |
| John J. Quinn | 46,328,971 | 2,261,857 | 111,506,658 |
| Steven W. Saunders | 29,999,551 | 18,591,277 | 111,506,658 |

2. Approve amendment to NutraCea's articles of incorporation to increase the authorized number of shares of common stock:

| Votes For | Votes Against | Abstained |
|-------------|---------------|-----------|
| 110,770,519 | 48,386,196 | 940,769 |

3. Approve NutraCea's 2010 Equity Incentive Plan:

| Votes For | Votes Against | Abstained | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 23,494,871 | 24,647,243 | 448,714 | 111,506,658 |

4. Ratify appointment of BDO USA, LLP as NutraCea's independent registered public accounting firm for the fiscal year 2011:

| Votes For | Votes Against | Abstained |
|-------------|---------------|-----------|
| 156,775,356 | 2,096,799 | 1,222,329 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NUTRACEA

Date: June 16, 2011

By: /s/ J. Dale Belt
Jerry Dale Belt
Chief Financial Officer
(Duly Authorized Officer)
