

HALPERN BARUCH
Form 3/A
February 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HALPERN BARUCH</p> <p>(Last) (First) (Middle)</p> <p>6720 N SCOTTSDALE ROAD, SUITE 390</p> <p>(Street)</p> <p>SCOTTSDALE,Â AZÂ 85253</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/18/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NUTRACEA [NTRZ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/20/2012</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 440,000 | D | Â |
| Common Stock | 350,000 | I | Baruch Halpern Revocable Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------------|---|--|
| Common Stock Warrant, right to buy | 07/01/2009 | 01/17/2017 | Common Stock | 1,406,720 | \$ 0.1 | I | Baruch Halpern Revocable Trust |
| Common Stock Warrant, right to buy | 07/01/2009 | 01/17/2017 | Common Stock | 640,000 | \$ 0.1 | I | Baruch Halpern Revocable Trust |
| Common Stock Warrant, right to buy | 07/01/2009 | 01/17/2017 | Common Stock | 2,800,000 | \$ 0.1 | I | Baruch Halpern Revocable Trust |
| Common Stock Warrant, right to buy | 07/01/2009 | 01/17/2017 | Common Stock | 219,800 | \$ 0.1 | D | Â |
| Common Stock Warrant, right to buy | 07/01/2009 | 01/17/2017 | Common Stock | 100,000 | \$ 0.1 | D | Â |
| 10% Secured Convertible Promissory Note Due 2015 | 01/18/2012 | 01/18/2015 | Common Stock | 25,000,000 | \$ 0.1 | I | The Shoshana Shapiro Halpern Revocable Trust |
| Common Stock Warrant, right to buy | 01/18/2012 | 01/18/2017 | Common Stock | 25,000,000 | \$ 0.12 | I | The Shoshana Shapiro Halpern Revocable Trust |
| Common Stock Warrant, right to buy ⁽¹⁾ | 01/17/2012 | 01/17/2017 | Common Stock | 150,000 | \$ 0.15 | D | Â |
| Common Stock Warrant, right to buy ⁽¹⁾ | 01/18/2012 | 01/18/2017 | Common Stock | 712,500 | \$ 0.1 | D | Â |

Reporting Owners

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

Signatures

J. Dale Belt, by power of attorney
02/23/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) These common stock warrants were inadvertently omitted from the original Form 3 filed 01/20/2012.

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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