NUTRACEA
Form 10QSB/A
May 07, 2007

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
AMENDMENT NO. 1

For the Quarterly Period Ended	Commission File Number
March 31, 2006	0-32565

NUTRACEA
(Name of Small Business Issuer in It Charter)

California	87-0673375
(State of Incorporation)	(I.R.S. Employer Identification)

Principal Executive Offices:
1261 Hawk's Flight Court
El Dorado Hills, CA 95762
Telephone: (916) 933-7000

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class	Name of Each Exchange on Which Registered
None	None

Securities registered pursuant to Section 12(g) of the Exchange Act:

Title of Class
Common Stock, no par value

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes S No £

Indicate by check mark whether the registrant is a shell company (as defined in Rule l2b-2 of the Exchange Act).

Yes £ No S

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 71,055,159 as of March 31, 2006.

Transitional Small Business Disclosure Format (check one): Yes £ No S

Explanatory Note

This Amendment No. 1 is solely for the purpose of refiling Exhibit 10.2 of the Quarterly Report on Form 10-QSB ("Form 10-QSB") of NutraCea ("NutraCea" or the "Company"), originally filed with the United States and Exchange Commission (the "Commission") on March 31, 2006. Exhibit 10.2 is being refiled in response to comments received from the Commission as a result of the Commission's review of NutraCea's confidential treatment request covering certain portions of Exhibit 10.2.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934 (the "Exchange Act"), as amended, Item 6, as amended, is set forth below. The remainder of the Form 10-QSB originally filed on May 15, 2006 is unchanged and is not reproduced in this Amendment No. 1. This Amendment No. 1 speaks as of the original filing date of the Form 10-QSB and reflect only the changes discussed above. This Amendment No. 1. on Form 10-QSB/A does not reflect any events occurring after the date of filing of the Form 10-QSB as filed with the Commission on May 15, 2006, or otherwise modify or update any of the information contained therein.

PART II – OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit Number	**Description of Exhibit**
10.2	Private Label Supply Agreement and Strategic Alliance between NutraCea and a Major Customer, ITV Global. **+**
31.1	Certification of Chief Executive Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.
	+ Confidential Treatment has been requested as to certain portions.

SIGNATURES

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

NUTRACEA

Date: May 5, 2007 By: /s/ Bradley Edson
Bradley Edson
Chief Executive Officer