

NUTRACEA
Form 10-Q/A
May 27, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Mark one)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-32565

NutraCea

(Exact Name of Registrant as Specified in its Charter)

California

(State or other jurisdiction of
incorporation or organization)

6720 North Scottsdale Road., Suite 390
Scottsdale, AZ

(Address of Principal Executive Offices)

87-0673375

(I.R.S. Employer Identification No.)

85253

(Zip Code)

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

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange.

Large accelerated filer Accelerated filer

Non-accelerated filer (do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

As of March 15, 2011, 195,509,109 shares of the registrant’s common stock were outstanding.

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Explanatory Note

NutraCea is filing this Amendment No. 1 (Amendment) to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed with the Securities and Exchange Commission on March 31, 2011, (Initial Form 10-Q) to correct the inadvertent omission of the signature page containing the signatures of the chief executive officer and principal financial officer of NutraCea in the Initial Form 10-Q and to include such page in this Amendment.

Except for the signature page to the Initial Form 10-Q, no other changes have been made to the Initial Form 10-Q in this Amendment. This Amendment contains the entirety of the Initial Form 10-Q and Exhibits 31.1, 31.2 and 32.1, which have been updated to today's date. This Amendment speaks as of the original filing date of the Initial Form 10-Q, does not reflect events that may have occurred after the original filing date and does not modify or update in any way disclosures made in the Initial Form 10-Q.

FORM 10-Q

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NutraCea (Debtor in Possession)
Condensed Consolidated Statements of Operations
(Unaudited; in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Revenues	\$8,403	\$8,260	\$23,126	\$25,054
Cost of goods sold	6,269	6,478	17,788	20,339
Gross profits	2,134	1,782	5,338	4,715
Operating expenses:				
Selling, general and administrative	3,842	5,102	11,468	16,194
Professional fees	668	457	1,632	2,408
Impairment of property, plant and equipment	-	8,845	1,000	8,845
Loss on disposal of trademarks, property, plant and equipment	540	(12)	943	342
Provision (recovery) for doubtful accounts receivable and notes receivable	86	(2)	209	(66)
Research and development	1	167	123	841
Impairment of trademarks	-	1,494	-	1,494
Total operating expenses	5,137	16,051	15,375	30,058
Loss from operations	(3,003)	(14,269)	(10,037)	(25,343)
Other income (expense):				
Interest income	14	119	31	376
Interest expense	(404)	(293)	(985)	(1,701)
Loss on equity method investments	(10)	(151)	(31)	(203)
Foreign exchange gain (loss)	-	62	-	(91)
Warrant liability (expense) income	250	(74)	63	1,497
Other income	31	-	231	-
Other expense				