

NUTRACEA  
Form NT 10-Q  
August 10, 2009  
United States  
Securities and Exchange Commission  
Washington, D.C. 20549

## FORM 12b-25

### Notification of Late Filing

(Amendment No. 0)\*

**OMB Number** 3234-0058    **SEC File Number** 0-32565    **CUSIP Number** 67060N204

Form 10-K    Form 20-F    Form 11-K     Form 10-Q    Form 10-D    Form N-SAR  
Form N-CSR

For Period Ended: June 30, 2009

(Check one):  
Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

For the Transition Period  
Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

### Part I - Registrant Information

NutraCea  
Full Name of Registrant  
N/A  
Former Name if Applicable  
5090 N. 40th Street, Suite 400  
Address of Principal Executive Office (*Street and Number*)  
Phoenix, Arizona 85018  
City, State and Zip Code

## Part II - Rules 12b-25(b) and (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.(Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.

The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day

- (b) following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

## Part III - Narrative

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q,10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As previously disclosed, NutraCea is in the process of restating its financial statements for the year ended December 31, 2007, including the associated second, third and fourth fiscal quarters in 2007 and all of the quarters in 2008. NutraCea is working diligently to complete the restatement and its financial statements for the year ended December 31, 2008 and for the quarterly periods ended March 31, 2009 and June 30, 2009. However, NutraCea is unable to complete this and file its Form 10-Q for the period ended June 30, 2009 on or before the prescribed due date of August 10, 2009.

## Part IV - Other Information

1. Name and telephone number of person to contact in regard to this notification

|                     |             |                    |
|---------------------|-------------|--------------------|
| James C. Lintzenich | (602)       | 522-3000           |
| (Name)              | (Area Code) | (Telephone Number) |

2. Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed?

Yes No

If answer is no, identify report(s).

NutraCea has not filed its 2008 Annual Report on Form 10-K and its Quarterly Report on Form 10-Q for the period ending March 31, 2009.

3. Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company has not completed its analysis of the expected changes in results of operations for the quarterly period ended June 30, 2009 as compared to the corresponding quarterly period of 2008 and is unable to provide a narrative and quantitative explanation of these changes at this time. A narrative

explanation of the anticipated changes will be set forth in the Company's quarterly report on Form 10-Q for the quarterly period ended June 30, 2009.

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NutraCea

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized

Date: 08-10-2009 By /s/ James C. Lintzenich Title: Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**Attention**

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).