

RiceBran Technologies  
Form 8-K  
November 13, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

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

Date of report (Date of earliest event reported): November 7, 2012

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RICEBRAN TECHNOLOGIES  
(Exact Name of Registrant as Specified in Charter)

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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.)

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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)

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- .. 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Edward McMillan, James Lintzenich and John Quinn from the Board of Directors

On November 7, 2012, Edward McMillan resigned from the Board of Directors of RiceBran Technologies (the “Company”). The Company has agreed to issue Mr. McMillan 1,126,818 shares of common stock in exchange for cancellation of all of his vested and unvested stock options representing the right to purchase 1,676,074 shares.

On November 9, 2012, James Lintzenich resigned from the Board of Directors of the Company. The Company has agreed to issue Mr. Lintzenich 1,067,842 shares of common stock in exchange for cancellation of all of his vested and unvested stock options representing the right to purchase 1,611,235 shares.

Effective as of December 2, 2012, John Quinn resigned from the Board of Directors of the Company. The Company will not be issuing any common stock to Mr. Quinn in exchange for the cancellation of his stock options.

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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.

RICEBRAN TECHNOLOGIES

Date: November 13, 2012

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

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