

NUTRACEA
Form NT 10-K
March 31, 2004

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 12b-25
NOTIFICATION OF LATE FILING**

SEC FILE NUMBER 0-32565
CUSIP NUMBER

Form 10-K Form 20-F Form 11-K Form 10-Q Form NSAR
For the period ended: **December 31, 2003**

- 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 NSAR

For the transition period ended:

Read attached Instruction Sheet 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 related to a portion of the filing checked above, identify the item(s) to which notification relates:

Part I-Registrant Information

| | |
|---|-----------------------------------|
| Full name of Registrant: | NUTRACEA |
| Former name if Applicable: | NutraStar Incorporated |
| Address of Principal Executive Office (<i>Street and Number</i>): | 1261 Hawk's Flight Court |
| City, State and Zip Code: | El Dorado Hills, California 95762 |

Part II-Rule 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 reasons described in detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report of Forms 10-K, 10-KSB, 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, 10-QSB, 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

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been attached if applicable.

Part III-Narrative

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

Effective October 23, 2003, NUTRACEA dismissed Singer Lewak Greenbaum & Goldstein, LLP as independent accountants and appointed Malone & Bailey, PLLC as the Company's new independent accountants. Malone & Bailey, PLLC has been unable to complete their audit of the December 31, 2003 financial statements of NUTRACEA by the required filing deadline and need additional time to do so. The Company expects that the audit of their financial statements will be completed and Form 10-KSB with all attachments will be filed within fifteen days after the filing deadline.

Part IV-Other Information

(1) Name and telephone number of person to contact in regard to this notification:

| | | |
|---------------|-----|-------------------|
| Joanna Hoover | 281 | 600-6000 Ext. 509 |
|---------------|-----|-------------------|

| | | |
|--------|-------------|--------------------|
| (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 the answer is no, identify report(s)

(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.

NUTRACEA

Name of Registrant as Specified in Charter

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 31, 2004

By: /s/ Joanna Hoover

Joanna Hoover
Chief Financial 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).

Exhibit to Form 12b-25

March 31, 2004

We have been unable to complete our audit of the December 31, 2003 financial statements of NUTRACEA by the required filing deadline of Form 10-KSB and need additional time to do so.

/s/ Malone & Bailey, PLLC

Malone & Bailey, PLLC
Certified Public Accountants
