

RiceBran Technologies
 Form 4
 December 19, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALPERN BARUCH

(Last) (First) (Middle)

6720 N SCOTTSDALE RD, SUITE 390

(Street)

SCOTTSDALE, AZ 85253

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RiceBran Technologies [RIBT]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Common Stock Warrant, right to buy	\$ 16	12/18/2013	J			7,143	07/31/2012	07/31/2017	Common Stock
Common Stock Warrant, right to buy	\$ 14	12/18/2013	J			208	08/31/2012	08/31/2017	Common Stock
Common Stock Warrant, right to buy	\$ 14	12/18/2013	J			1,786	07/31/2012	07/31/2017	Common Stock
Common Stock Warrant, right to buy	\$ 14	12/18/2013	J			89	05/17/2012	05/17/2017	Common Stock
Common Stock Warrant, right to buy	\$ 16	12/18/2013	J			178,571	01/18/2012	07/31/2017	Common Stock
Common Stock Warrant, right to buy	\$ 14	12/18/2013	J			5,089	01/18/2012	01/18/2017	Common Stock
Common Stock Warrant, right to buy	\$ 14	12/18/2013	J			1,607	01/17/2012	01/17/2017	Common Stock
Common Stock Warrant, right to buy	\$ 14	12/18/2013	J			34,619	07/01/2009	01/18/2017	Common Stock
Baruch Halpern Revocable Trust	\$ 14	12/18/2013	J			2,284	07/01/2009	01/18/2017	Common Stock
10% Secured Convertible	\$ 14	12/18/2013	J			\$ 100,000	07/31/2012	07/31/2015	Common Stock

Promissory Note Due 2015 10% Secured Convertible Promissory Note Due 2015	\$ 14	12/18/2013	J	\$ 2,500,000	01/18/2012	07/31/2015	Common Stock
Right to Common Stock	<u>(1)</u>	12/18/2013	J	42,665	<u>(1)</u>	<u>(1)</u>	Common Stock
Right to Common Stock	<u>(1)</u>	12/18/2013	J	610,268	<u>(1)</u>	<u>(1)</u>	Common Stock
Right to Common Stock	<u>(1)</u>	12/18/2013	J	57,122	<u>(1)</u>	<u>(1)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALPERN BARUCH 6720 N SCOTTSDALE RD SUITE 390 SCOTTSDALE, AZ 85253		X		

Signatures

J. Dale Belt, by power of attorney
 12/19/2013
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Effective as of November 13, 2013, Mr. Halpern agreed to exchange warrants to purchase 231,396 shares of common stock for 710,055 shares of our common stock (the Shares). Additionally, Mr. Halpern agreed to amend his subordinated convertible notes to reduce the interest rate under the notes to five percent (5%) from ten percent (10%) and to remove the conversion feature and anti-dilutive (1) protections under the note. The Shares are not issuable until RiceBran Technologies shareholders approve an increase in the authorized number of shares. If the shareholders do not approve to increase the authorized number of shares of common stock by July 1, 2014, the interest rate on the notes will increase to ten percent (10%). The warrant exchange and amendment to the notes were contingent upon our raising of at least \$7.0 million, which occurred December 18, 2013.

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