

Edgar Filing: INTEGRATED BIOPHARMA INC - Form RW

INTEGRATED BIOPHARMA INC  
Form RW  
August 23, 2007

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VIA EDGAR AND FACSIMILE

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, NE  
Washington, D.C. 20549-3561

Re: Form S-3 Registration No. 333-144155  
Application for Withdrawal Pursuant to Rule 477

Ladies and Gentlemen:

Pursuant to Rule 477 of the Securities Act of 1933, as amended, Integrated BioPharma, Inc. (the "Company") respectfully requests and hereby applies for an order from the staff of the Division of Corporation Finance of the Securities and Exchange Commission (the "Commission") granting the immediate withdrawal of the Company's registration statement on Form S-3 and all exhibits thereto (File No. 333-144155), filed with the Commission on June 28, 2007 and declared effective by the Commission on July 11, 2007 (the "Registration Statement").

Withdrawal of the Registration Statement is requested because the selling stockholders listed therein do not at this time plan to sell securities of the Company as contemplated by the Registration Statement. No securities were sold pursuant to the prospectus included in the Registration Statement.

If you have any questions regarding this matter, please contact our counsel, Andrew H. Abramowitz, Esq. of Greenberg Traurig, LLP, at (212) 801-6752.

Very truly yours,

INTEGRATED BIOPHARMA, INC.

By: /s/ Dina L. Masi  
Dina L. Masi  
Title: Chief Financial Officer

cc: Andrew H. Abramowitz