

INTEGRATED BIOPHARMA INC
 Form 4
 July 05, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 CD Financial, LLC

2. Issuer Name and Ticker or Trading Symbol
 INTEGRATED BIOPHARMA INC
 [INBP.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3299 N.W. 2ND AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2008

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

(Street)
 BOCA RATON, FL 33431

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/21/2008 | 05/21/2008 | J | | 50,000 | A | \$ 0 (1) 3,145,910 (2) |
| Common Stock | 07/29/2008 | 07/29/2008 | C | | 1,356,293 | A | \$ 0 (3) 2,990,934 (4) |
| Common Stock | 08/21/2008 | 08/21/2008 | J | | 50,000 | A | \$ 0 (5) 2,846,729 (6) |
| Common Stock | 11/21/2008 | 11/21/2008 | J | | 50,000 | A | \$ 0 (7) 3,756,293 (8) |
| Common Stock | 02/21/2009 | 02/21/2009 | J | | 50,000 | A | \$ 0 (9) 3,806,293 (8) |

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| | | | | | | | | |
|--------------|------------|------------|---|--------|---|--------------|---------------|---|
| Common Stock | 05/21/2009 | 05/21/2009 | J | 50,000 | A | \$ 0 (10) | 3,856,293 (8) | D |
| Common Stock | 08/21/2009 | 08/21/2009 | J | 50,000 | A | \$ 0 (11) | 3,906,293 (8) | D |
| Common Stock | 11/21/2009 | 11/21/2009 | J | 50,000 | A | \$ 0 (12) | 3,956,293 (8) | D |
| Common Stock | 02/21/2010 | 02/21/2010 | J | 50,000 | A | \$ 0 (13) | 4,006,293 (8) | D |
| Common Stock | 05/21/2010 | 05/21/2010 | J | 50,000 | A | \$ 0 (14) | 4,056,293 (8) | D |
| Common Stock | 08/21/2010 | 08/21/2010 | J | 50,000 | A | \$ 0 (15) | 4,106,293 (8) | D |
| Common Stock | 11/21/2010 | 11/21/2010 | J | 50,000 | A | \$ 0 (16) | 4,156,293 (8) | D |
| Common Stock | 02/21/2011 | 02/21/2011 | J | 50,000 | A | \$ 0 (17) | 4,206,293 (8) | D |
| Common Stock | 05/21/2011 | 05/21/2011 | J | 50,000 | A | \$ 0 (18) | 4,256,293 (8) | D |
| Common Stock | 08/21/2011 | 08/21/2011 | J | 50,000 | A | \$ 0 (19) | 4,306,293 (8) | D |
| Common Stock | 11/21/2011 | 11/21/2011 | J | 50,000 | A | \$ 0 (20) | 4,356,293 (8) | D |
| Common Stock | 02/21/2012 | 02/21/2012 | J | 50,000 | A | \$ 0 (21) | 4,406,293 (8) | D |
| Common Stock | 05/21/2012 | 05/21/2012 | J | 50,000 | A | \$ 0 (22) | 4,456,293 (8) | D |

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

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |

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- (5) Common stock issued to the Reporting Person on the second 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (6) Includes 1,390,436 shares of common stock issuable upon the conversion of the Original Note.
- (7) Common stock issued to the Reporting Person on the third 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (8) Includes 2,250,000 shares of common stock issuable upon the conversion of the Original Note.
- (9) Common stock issued to the Reporting Person on the fourth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (10) Common stock issued to the Reporting Person on the fifth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (11) Common stock issued to the Reporting Person on the sixth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (12) Common stock issued to the Reporting Person on the seventh 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (13) Common stock issued to the Reporting Person on the eighth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (14) Common stock issued to the Reporting Person on the ninth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (15) Common stock issued to the Reporting Person on the tenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (16) Common stock issued to the Reporting Person upon the eleventh 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (17) Common stock issued to the Reporting Person upon the twelfth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (18) Common stock issued to the Reporting Person upon the thirteenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (19) Common stock issued to the Reporting Person upon the fourteenth 90 day anniversary February 21, 2008, pursuant to the Original SPA.
- (20) Common stock issued to the Reporting Person upon the fifteenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (21) Common stock issued to the Reporting Person upon the sixteenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (22) Common stock issued to the Reporting Person upon the seventeenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.

Shares were acquired as the annual dividend on the Series C Preferred Stock pursuant to the Original SPA. The Reporting Person beneficially owned 3,023,726 shares of common stock of the issuer as of June 30, 2008, which includes (i) 1,732,701 shares of common stock issuable upon the conversion Original Note and (ii) 1,241,026 shares of common stock issuable upon the conversion of Series C Convertible Preferred Stock.
- (23) The Convertible Note was issued by the Issuer to the Reporting Person pursuant to SPA. The Reporting Person currently beneficially owns 10,437,062 shares of common stock of the Issuer, which includes 8,230,768 shares of common stock issuable upon the conversion of the Convertible Note.
- (24) The expiration date of the conversion option is the date that the Convertible Promissory Note is repaid in full, whether at maturity or otherwise.
- (25) Shares were converted into shares of common stock pursuant to the terms of the Series C Convertible Preferred Stock, resulting in \$25.04 additional dividends.
- (26)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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