

NUTRACEA
Form 8-K
July 31, 2008

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

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): July 31, 2008

**NUTRACEA
(Exact Name of Registrant as Specified in Charter)**

**California
(State or other jurisdiction
of incorporation)**

**0-32565
(Commission File
Number)**

**87-0673375
(IRS Employer
Identification No.)**

**5090 N. 40th Street, Suite 400
Phoenix, AZ
(Address of Principal Executive Offices)**

**85018
(Zip Code)**

Registrant's telephone number, including area code: (602) 522-3000

(Former name or Former Address, if Changed Since Last Report.)

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)

..

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- “ 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 2.02 Results of Operations and Financial Condition.

On July 31, 2008, NutraCea (the “Company”) issued a press release discussing the Company’s results of operations for the second quarter ended June 30, 2008. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1. The Company will also host a conference call on August 11, 2008 to discuss its second quarter results of operations.

The information disclosed in this Current Report on Form 8-K and the Exhibit shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release dated July 31, 2008.

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.

NUTRACEA

Date: July 31, 2008

By: /s/ Brad Edson
Brad Edson
Chief Executive Officer
(Duly Authorized Officer)
