

INTEGRATED BIOPHARMA INC

Form 4

July 05, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

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

05/21/2008

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

3299 N.W. 2ND AVENUE

(Street)

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

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

BOCA RATON, FL 33431

(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 <u>(1)</u>	3,145,910 <u>(2)</u>	D
Common Stock	07/29/2008	07/29/2008	C		1,356,293	A \$ 0 <u>(3)</u>	2,990,934 <u>(4)</u>	D
Common Stock	08/21/2008	08/21/2008	J		50,000	A \$ 0 <u>(5)</u>	2,846,729 <u>(6)</u>	D
Common Stock	11/21/2008	11/21/2008	J		50,000	A \$ 0 <u>(7)</u>	3,756,293 <u>(8)</u>	D
Common Stock	02/21/2009	02/21/2009	J		50,000	A \$ 0 <u>(9)</u>	3,806,293 <u>(8)</u>	D

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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 A Underlying S (Instr. 3 and
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Series C Convertible Preferred Stock; stated value \$1000 ⁽¹⁾	\$ 2	06/30/2008	06/30/2008	P	108 (23)	06/30/2008	02/01/2013	Common Stock, par value \$0.002
Series C Convertible Preferred Stock; stated value \$1000	\$ 2	07/29/2008	07/29/2008	C	3,133.04	06/30/2008	02/01/2013	Common Stock, par value \$0.002
6% secured convertible note due 2017	\$ 0.65	06/27/2012		P	1 (24)	06/27/2012	07/07/2017 ⁽²⁵⁾	Common Stock, par value \$0.002

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD Financial, LLC 3299 N.W. 2ND AVENUE BOCA RATON, FL 33431			X	

Signatures

/s/ William H. Milmoie, as Manager of CD Financial,
LLC

07/05/2012

__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).
- (1) Common stock issued to the Reporting Person on the first 90 day anniversary of February 21, 2008, pursuant to the Securities Purchase Agreement, dated as of February 21, 2008 (the "Original SPA"), by and between the Issuer and the Reporting Person, which was superseded by the Amended and Restated Securities Purchase Agreement, dated as of June 27, 2012, by and between the Issuer and the Reporting Person (the "SPA").
- (2) Includes (i) 1,833,852 shares of common stock issuable upon the conversion of the 9.5% Convertible Senior Secured Note, dated as of February 21, 2008, issued by the Issuer and payable to the order of CD Financial, in the original principal amount of \$4,500,000 ("Original Note"), which was superseded by the Amended and Restated Secured Convertible Secured Promissory Note, dated as of June 27, 2012, in the original principal amount of \$5,300,000 (the "Convertible Note"), issued by the Issuer to CD Financial pursuant to the SPA and (ii) 1,262,053 shares of common stock issuable upon the conversion of Series C Convertible Preferred Stock, stated value \$1,000, issued by the Issuer pursuant to the Original SPA. The conversion price for the Original Note and the Series C Convertible Preferred Stock is equal to the greater of (i) \$2.00 and (ii) 90% of the market price of the common stock (as defined in the Original SPA and the Series C Convertible Preferred Stock certificate of designation).
- (3) Common stock issued to the Reporting Person upon the conversion of 3,133.04 shares of Series C Convertible Preferred Stock constituting all of the Series C Convertible Preferred Stock owned by the Reporting Person.
- (4) Includes 1,584,641 shares of common stock issuable upon the conversion of the Original Note.

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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.
- (23) 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.
- (24) 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.
- (25) The expiration date of the conversion option is the date that the Convertible Promissory Note is repaid in full, whether at maturity or otherwise.
- (26) 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.

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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