

INTEGRATED BIOPHARMA INC  
Form 10-K/A  
September 29, 2010

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

FORM 10-K/A

(Amendment No. 1)

Annual Report Under Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the fiscal year ended June 30, 2010

Commission File Number 001-31668

INTEGRATED BIOPHARMA, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

22-2407475  
(I.R.S. Employer Identification No.)

225 Long Ave., Hillside, New Jersey  
(Address of principal executive offices)

07205  
(Zip code)

Registrant's telephone number: (888) 319-6962

Securities registered under Section 12(b) of the Exchange Act:

Title of Each Class  
None

Name of Each Exchange on Which Registered  
None

Securities registered under Section 12(g) of the Exchange Act: Common Stock, \$.002 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  
Yes  No

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Indicate by check mark whether the registrant (1) submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller reporting company

X

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the Registrant based on the trading price of the Registrant's Common Stock on December 31, 2009 was \$958,310

The number of shares outstanding of each of the Registrant's classes of common equity, as of the latest practicable date:

Class	Outstanding at September 28, 2010
Common Stock, \$.002 par value	20,619,342 Shares

DOCUMENTS INCORPORATED BY REFERENCE

The information required by part III will be incorporated by reference from certain portions of a definitive Proxy Statement which is expected to be filed by the Registrant within 120 days after the close of its fiscal year.

Explanatory Statement

This Amendment No. 1 amends Integrated BioPharma, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 30, 2010 which was filed with the Securities and Exchange Commission on September 28, 2010. The Company is filing this Amendment No. 1 to correct a typographical error found in the Report of Independent Registered Public Accounting Firm in the original filing. Accordingly, the Report of Independent Registered Public Accounting Firm page has been amended to reflect a correction of the typographical error.

This Amendment No. 1 does not include the entire Form 10-K except as described in this explanatory note. This Amendment No. 1 does not amend any other information set forth in the original filing.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of  
Integrated BioPharma, Inc.

We have audited the accompanying consolidated balance sheet of Integrated BioPharma, Inc. and Subsidiaries (the “Company”) as of June 30, 2010, and the related consolidated statement of operations, stockholders’ deficiency, and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Integrated BioPharma, Inc. and Subsidiaries as of June 30, 2010, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming Integrated BioPharma, Inc. and Subsidiaries will continue as a going concern. As more fully described in Note 2, the Company has a working capital deficiency, recurring net losses, has defaulted on its \$7.8 million Notes Payable due on November 15, 2009 and is the process of seeking additional capital and renegotiating its Notes Payable obligation. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that may result from the outcome of this uncertainty. If the Company is unable to successfully refinance its Notes Payable or raise additional capital to satisfy the obligations under these Notes Payable, there would be a material adverse effect on the consolidated financial statements of the Company.

/s/ FRIEDMAN, LLP

September 28, 2010  
East Hanover, NJ

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INTEGRATED BIOPHARMA, INC.

Date: September 28, 2010 By: /s/ E. Gerald Kay  
E. Gerald Kay  
Chief Executive Officer

Date: September 28, 2010 By: /s/ Dina L. Masi  
Dina L. Masi  
Chief Financial Officer