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INTEGRATED BIOPHARMA INC

Form 10KSB/A

November 10, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549  
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FORM 10-KSB/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, 2004                  Commission File Number 000-28876

INTEGRATED BIOPHARMA, INC.  
(f/k/a Integrated Health Technologies, Inc .)  
(Exact name of small business registrant in its charter)

Delaware    22-2407475  
(State or other jurisdiction of    (I.R.S. Employer  
incorporation or organization)    Identification No.)

225 Long Ave., Hillside, New Jersey    07205  
(Address of principal executive offices)    (Zip code)

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

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$.002 par value per share	American Stock Exchange

Securities registered under Section 12(g) of the Exchange Act: None

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 | |

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-KSB or any amendment to this Form 10-KSB.

Yes  No | |

Registrant's revenues for the fiscal year ended June 30, 2004 were \$25,282,790.

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 August 27, 2004 was \$20,808,898.

The number of shares outstanding of each of the Registrant's classes of common

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equity, as of the latest practicable date:

Class	Outstanding at August 27, 2004
Common Stock, \$.002 par value	12,505,990 Shares

### DOCUMENTS INCORPORATED BY REFERENCE

The information required by part III is incorporated by reference from certain portions of a definitive Proxy Statement which was filed by the Registrant with the U.S. Securities and Exchange Commission on October 29, 2004.

### EXPLANATORY NOTE

This amendment to our Annual Report on Form 10-KSB for the year ended June 30, 2003 is being filed to amend and replace items 9 and 13 of Part III of the Annual Report on Form 10-KSB.

### PART III

Item 9. Directors and Executive Officers of the Registrant.

We have adopted a Code of Ethics within the meaning of Item 406(b) of Regulation S-B of the Securities Exchange Act of 1934. This Code of Ethics applies to our chief executive officer and our senior financial officers. A copy of this Code of Ethics is filed as an exhibit to this Annual Report.

The remaining information required by item 9 is incorporated by reference from the Company's Proxy Statement for Annual Meeting of Stockholders, which was filed with the U.S. Securities and Exchange Commission on October 29, 2004.

Item 13. Exhibits, List and Reports on Form 8-K

(a) Exhibits and Index

(1) A list of the financial statements filed as part of this report is set forth in the index to financial statements at Page F-1 and is incorporated herein by reference.

(2) An index of exhibits incorporated by reference or filed with this Report is provided below.

Number	Description
2.1	Purchase Agreement dated as of February 1, 2003 by and between Integrated Health Technologies, Inc. (n/k/a Integrated BioPharma, Inc.) and Trade Investment Services, L.L.C. re: Natex Georgia, LLC. (1)
2.2	Purchase Agreement dated as of February 1, 2003 by and between Integrated Health Technologies, Inc. (n/k/a Integrated BioPharma, Inc.) and Trade Investment Services, L.L.C. re: TisorEx, Inc. (n/k/a Paxis Pharmaceuticals, Inc.). (1)
2.3	Assignment Agreement dated as of July 1, 2003 by and between Integrated BioPharma, Inc., Trade Investment Services L.L.C., Vasili Patarkalishvili, VAP LLC, The James S. Friedlander Revocable Trust, Aqela LLC and Natela Patarkalishvili (2)

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- 2.4 Assignment and Assumption Agreement dated as of July 1, 2003 by and among Integrated BioPharma, Inc., Trade Investment Services L.L.C., and Paxis Pharmaceuticals, Inc. (2)
- 2.5 Agreement and Plan of Merger dated as of February 21, 2003 between and among Integrated BioPharma, Inc. (f/k/a Integrated Health Technologies, Inc.), NAC-NJ Acquisition Corp. and NuCycle Acquisition Corp. (3)
- 3.1 Certificate of Incorporation of Integrated BioPharma, Inc., as amended (4)
- 3.2 By-Laws of Registrant (5)
- 4.1 Certificate of Designation of Series and Determination of Rights and Preferences of Series A Convertible Preferred Stock of Integrated BioPharma, Inc. dated June 25, 2003 (4).
- 4.2 Certificate of Designations, Preferences and Rights of Series B Redeemable Convertible Preferred Stock of Integrated BioPharma, Inc. dated April 20, 2004 (6).
- 4.3 Form of Warrant for Series B Redeemable Convertible Preferred Stock investors (6).
- 4.4 Form of Additional Investment Right for Series B Redeemable Convertible Preferred Stock investors (6).

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- 10.1 Lease Agreement, dated August 3, 1994, between the Company and Hillside 22 Realty Associates, L.L.C. (7)
- 10.2 Lease Agreement between the Company and Vitamin Realty Associates, dated January 10, 1997 (8)
- 10.3 Manufacturing Agreement between Chem International, Inc. and Herbalife International of America, Inc. dated April 9, 1998 (9)
- 10.4 Integrated Health Technologies, Inc. 2001 Stock Option Plan (10)
- 10.5 Subscription Agreement dated June 25, 2003 by and between Integrated BioPharma, Inc. and Carl DeSantis re: Series A Convertible Preferred Stock Offering (4).
- 10.6 Investor Rights Agreement dated as of June 25, 2003 by and between Integrated BioPharma, Inc. and Carl DeSantis re: Series A Convertible Preferred Stock Offering (4).
- 10.7 Warrant Agreement by and between Integrated BioPharma, Inc. and Carl DeSantis dated June 30, 2003 (4)
- 10.8 Promissory Note dated August 6, 2003 by and between Integrated BioPharma, Inc. and Bank of America (4)
- 10.9 Securities Purchase Agreement dated April 19, 2004 by and between Integrated BioPharma, Inc. and the Buyers listed therein re: Series B Redeemable Convertible Preferred Stock Offering (6).
- 10.10 Registration Rights Agreement dated April 19, 2004 by and between Integrated BioPharma, Inc. and the Buyers listed therein re: Series B

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- Redeemable Convertible Preferred Stock Offering (6).
- 14.1 Code of Business Ethics (11)
- 21 Subsidiaries of the Registrant (12)
- 31.1 Certification of Periodic Report by Chief Executive Officer Pursuant to Rule 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (11).
- 31.2 Certification of Periodic Report by Chief Financial Officer Pursuant to Rule 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (11).
- 32.1 Certification of Periodic Report by Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (11).
- 32.2 Certification of Periodic Report by Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (11).
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- (1) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on February 26, 2003.
- (2) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on August 6, 2003.
- (3) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on February 24, 2003.
- (4) Incorporated herein by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended June 30, 2003, filed with the SEC on September 29, 2003.
- (5) Incorporated herein by reference to the Company's Registration Statement on Form SB-2, Registration No. 333-5240-NY.
- (6) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on April 21, 2004.
- (7) Incorporated herein by reference to Amendment No. 1 to the Company's Registration Statement on Form SB-2, Registration No. 333-5240-NY.
- (8) Incorporated herein by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended June 30, 1997, filed with the SEC on September 29, 1997.
- (9) Incorporated herein by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended June 30, 1998, filed with the SEC on September 24, 1998.
- (10) Incorporated herein by reference to the Company's Registration Statement on Form S-8, filed with the SEC on May 1, 2002.
- (11) Filed herewith.

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- (12) Incorporated herein by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended June 30, 2004, filed with the SEC on September 28, 2004.

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### (b) Reports on Form 8-K:

- (1) Current Report on Form 8-K/A filed October 2, 2003 pursuant to Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits).
- (2) Current Report on Form 8-K filed on September 30, 2003 pursuant to, Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits), and Item 9 (Regulation FD Disclosure).
- (3) Current Report on Form 8-K filed November 6, 2003 pursuant to Item 2 (Acquisition or Disposition of Assets), Item 5 (Other Events) and Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits).
- (4) Current Report on Form 8-K filed on November 17, 2003 pursuant to Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits), and Item 9 (Regulation FD Disclosure).
- (5) Current Report on Form 8-K filed on February 17, 2004 pursuant to Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits), and Item 9 (Regulation FD Disclosure).
- (6) Current Report on Form 8-K filed April 20, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure).
- (7) Current Report on Form 8-K filed May 4, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure and Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits).
- (8) Current Report on Form 8-K filed May 17, 2004 pursuant to Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits), and Item 9 Regulation FD Disclosure).
- (9) Current Report on Form 8-K filed June 25, 2004 pursuant to Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits), and Item 9 Regulation FD Disclosure).
- (10) Current Report on Form 8-K filed June 28, 2004 pursuant to Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits), and Item 9 Regulation FD Disclosure).
- (11) Current Report on Form 8-K filed June 29, 2004 pursuant to Item 7 (Financial Statements, Pro Forma Financial Statements and Exhibits), and Item 9 Regulation FD Disclosure).

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SIGNATURES

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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. AND SUBSIDIARIES

Date: November 9, 2004

By: /s/ E. Gerald Kay  
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E. Gerald Kay,  
Chief Executive Officer

Date: November 9, 2004

By: /s/ Eric Friedman  
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Eric Friedman  
Chief Financial Officer