

INTEGRATED BIOPHARMA INC  
Form 8-K  
January 12, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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):

January 9, 2012

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INTEGRATED BIOPHARMA, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF INCORPORATION)

001-31668  
(COMMISSION FILE NUMBER)

22-2407475  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

225 Long Avenue  
Hillsdale, New Jersey 07205  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(973) 926-0816  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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)
- 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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into a Material Definitive Agreement

On January 9, 2012, Integrated Biopharma, Inc. (the “Company”) entered into a letter agreement, dated January 9, 2012 (the “Third Amendment”), by Imperium Advisers, LLC, as Collateral Agent on behalf of Investors (in such capacity, the “Collateral Agent”), and addressed to and acknowledged, accepted and agreed to by the Company. The Third Amendment amended the Forbearance Agreement, dated as of October 4, 2011 (the “Forbearance Agreement”), by and between the Company and the Collateral Agent, to (i) extend the termination date of the Forbearance Agreement to January 12, 2012 and (ii) provide that any interest payments due and payable to the Collateral Agent by the Company through January 12, 2012 pursuant to the terms of the 8% Senior Securities Notes of the Company shall accrue and be due and payable on January 13, 2012.

On January 11, 2012, the Company entered into a letter agreement, dated January 11, 2012 (the “Fourth Amendment”) by the Collateral Agent, and addressed to and acknowledged, accepted and agreed to by the Company. The Fourth Amendment amended the Forbearance Agreement to (i) extend the termination date of the Forbearance Agreement to January 20, 2012 and (ii) provide that any interest payments due and payable to the Collateral Agent by the Company through January 20, 2012 pursuant to the terms of the 8% Senior Secured Notes of the Company shall accrue and be due and payable on January 21, 2012.

The foregoing descriptions of each of the Third Amendment and the Fourth Amendment are qualified in their entirety by reference to the full text of the Third Amendment and Fourth Amendment, respectively, a copy of each of which is attached hereto as Exhibit 10.1 and Exhibit 10.2, respectively, and each is incorporated herein in its entirety.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

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| 10.1 | Letter agreement, dated January 9, 2012, by Imperium Advisers, LLC, as Collateral Agent on behalf of Investors, and addressed to and acknowledged, accepted and agreed to by Integrated Biopharma, Inc.  |
| 10.2 | Letter agreement, dated January 11, 2012, by Imperium Advisers, LLC, as Collateral Agent on behalf of Investors, and addressed to and acknowledged, accepted and agreed to by Integrated Biopharma, Inc. |

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.

Date: January 12, 2012

INTEGRATED BIOPHARMA, INC.

By: /s/ Dina L. Masi  
Dina L. Masi  
Chief Financial Officer