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NUTRACEA
Form 8-K
February 18, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

| Date of Report (Date of earliest event reported) | February 10, 2005 |

NUTRACEA

Exact name of registrant as specified in its charter)

California

0-32565

87-0673375

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1261 Hawks' Flight Court, El Dorado Hills, CA 95762

(Address of principal executive office

Registration's telephone number, including area code: (916) 933-7000

(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)
- 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)).

SECTION 1 - REGISTRANT'S BUSINESS AND OPERATIONS

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On February 9, 2005, Nutracea's Board of Directors approved the issuance of 35,000 restricted, unregistered shares of Nutracea's common stock to each of the current Directors as compensation for their services as Board Members. The current directors are Patricia McPeak, Bradley Edson, Eliot Drell and Ernie Bodai.

SIGNATURES

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.

Dated: February 18, 2005

NUTRACEA

(Registrant)

/s/ Bradley Edson

Bradley Edson, President