

INTEGRATED BIOPHARMA INC
 Form 4
 June 29, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DESANTIS CARL

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)
02/21/2010

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

C/O CDS INTERNATIONAL HOLDINGS, 3299 NW SECOND AVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
				(A) or (D) Price			
			Code V	Amount (D)	Price		
COMMON STOCK	02/21/2010	02/21/2010	J	50,000 A	\$ 0 (1) 6,321,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	05/21/2010	05/21/2010	J	50,000 A	\$ 0 (2) 6,371,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	08/21/2010	08/21/2010	J	50,000 A	\$ 0 (3) 6,421,011 (11)	I	by CD Financial, LLC (12)

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COMMON STOCK	11/21/2010	11/21/2010	J	50,000	A	\$ 0 (4)	6,471,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	02/21/2011	02/21/2011	J	50,000	A	\$ 0 (5)	6,521,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	05/21/2011	05/21/2011	J	50,000	A	\$ 0 (6)	6,571,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	08/21/2011	08/21/2011	J	50,000	A	\$ 0 (7)	6,621,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	11/21/2011	11/21/2011	J	50,000	A	\$ 0 (8)	6,671,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	02/21/2012	02/21/2012	J	50,000	A	\$ 0 (9)	6,721,011 (11)	I	by CD Financial, LLC (12)
COMMON STOCK	05/21/2012	05/21/2012	J	50,000	A	\$ 0 (10)	6,771,011 (11)	I	by CD Financial, LLC (12)

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
6% secured convertible note due 2017	\$ 0.65	06/27/2012		P	1 (13)	06/27/2012	07/07/2017 ⁽¹⁴⁾	Common Stock, par value \$0.002	8,230,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESANTIS CARL C/O CDS INTERNATIONAL HOLDINGS 3299 NW SECOND AVE BOCA RATON, FL 33431	X	X		

Signatures

/s/ Carl DeSantis 06/29/2012

 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 CD Financial, LLC ("CD Financial") on the eighth 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 CD Financial, which was superseded by the Amended and Restated Securities Purchase Agreement, dated as of June 27, 2012, by and between the Issuer and CD Financial (the "SPA").
- (2) Common stock issued to CD Financial on the ninth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (3) Common stock issued to CD Financial on the tenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (4) Common stock issued to CD Financial upon the eleventh 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (5) Common stock issued to CD Financial upon the twelfth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (6) Common stock issued to CD Financial upon the thirteenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (7) Common stock issued to CD Financial upon the fourteenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (8) Common stock issued to CD Financial upon the fifteenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (9) Common stock issued to CD Financial upon the sixteenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- (10) Common stock issued to CD Financial upon the seventeenth 90 day anniversary of February 21, 2008, pursuant to the Original SPA.
- Includes (i) 819,629 shares owned by CDS Group Holdings, LLC, of which the Reporting Person is a manager; (ii) 2,250,000 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; (iii) 2,206,293 shares of common stock owned by CD Financial, and (iv) 54,500 shares of common stock issuable upon exercise of presently exercisable stock options.
- (11) The Reporting Person is a manager of CD Financial.
- The Convertible Note was issued by the Issuer to CD Financial pursuant to the SPA. The Reporting Person currently beneficially owns 12,751,750 shares of common stock of the Issuer, which includes (i) 819,629 shares owned by CDS Group Holdings, LLC, of which the Reporting Person is the manager; (ii) 8,230,768 shares of common stock issuable upon the conversion of the Convertible Note; (iii) 2,206,293 shares of common stock owned by CD Financial, and (iv) 54,500 shares of common stock issuable upon exercise of presently exercisable stock options.
- (12) The expiration date of the conversion option is the date that the Convertible Note is repaid in full, whether at maturity or otherwise.
- (13) The expiration date of the conversion option is the date that the Convertible Note is repaid in full, whether at maturity or otherwise.

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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