

INTEGRATED BIOPHARMA INC  
Form 8-K  
May 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549  
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): **May 9, 2008**

**Integrated BioPharma, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-28876**  
(Commission File Number)

**22-2407475**  
(IRS Employer Identification No.)

**225 Long Avenue  
Hillside, New Jersey**  
(Address of Principal Executive Offices)

**07205**  
(Zip Code)

**(973) 926-0816**

(Registrant's Telephone Number, Including Area Code)

(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))



**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective May 9, 2008, Integrated BioPharma, Inc. (the Company ) amended Article Fourth of its Restated Certificate of Incorporation to increase the total authorized shares of stock of the Company from 26,000,000 to 51,000,000, divided into 50,000,000 shares of common stock, par value \$.002 per share, and 1,000,000 shares of preferred stock, par value \$.002 per share. The Certificate of Amendment of the Restated Certificate of Incorporation is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Reports and Exhibits.**

(d) Exhibits.

***Exhibit No. Description***

3.1 Certificate of Amendment of the Restated Certificate of Incorporation



**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.

**INTEGRATED BIOPHARMA, Inc.**

Date: May 12, 2008

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