INTEGRATED BIOPHARMA INC Form SC 13D/A August 21, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**SCHEDULE 13D** 

(Amendment No. 3)

**Under the Securities Exchange Act of 1934** 

Integrated BioPharma, Inc.

(Name of Issuer)

Common Stock, par value \$.002

(Title of Class of Securities)

45811V105

(CUSIP Number)

E. Gerald Kay 225 Long Avenue Hillside, New Jersey 07205

(888) 319-6962

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications)

Copy to:

Andrew Abramowitz, Esq. Greenberg Traurig, LLP 200 Park Avenue

New York, New York 10166

#### August 12, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

*Note*: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 15 Pages)

1	NAME OF REPORTING PERSON				
	E. Gerald Kay				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
			(a) [x]		
			(b) [ ]		
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
	PF				
5	CHECK IF DISCLOS TO ITEM 2(d) or 2(e		EGAL PROCEEDINGS IS REQUIRED PURSUANT		
6	CITIZENSHIP OR P	LACE OF O	RGANIZATION		
	United States		,		
		7	SOLE VOTING POWER		
			4,166,877		
		8	SHARED VOTING POWER		
	ER OF SHARES				
	ICIALLY OWNED BY REPORTING PERSON	0	1,158,345		
WITH	CEI ORTHVO I ERSOIV	9	SOLE DISPOSITIVE POWER		
			4,166,877		
		10	SHARED DISPOSITIVE POWER		
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11	ACCRECATE AMO	INT RENE	1,158,345 FICIALLY OWNED BY EACH REPORTING DEPSON		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	5,325,222				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN				
	SHARES [				
-					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11				
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l		26.49%
	14	TYPE OF REPORTING PERSON
		IN

SCHEDULE 13D Page 3 of 15 Pages

1	NAME OF REPOR'	TING PERSON	1				
	EGK, LLC						
2		ROPRIATE BO	X IF MEMBER OF A GROUP				
			(a)	) [x]			
			(b	)[]			
3	SEC USE ONLY						
4	SOURCE OF FUNI	OS					
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5		OSURE OF LEG	GAL PROCEEDINGS IS REQUIRED PURSUANT				
	TO ITEMS 2(d) or		r.1				
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U	CITIZENSIIII OK	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware						
		7	SOLE VOTING POWER				
			0				
		8	SHARED VOTING POWER				
NUMB	ER OF SHARES	Ö	SIMIKED VOITIVOTOWER				
	FICIALLY OWNED BY		819,629				
EACH I	REPORTING PERSON	9	SOLE DISPOSITIVE POWER				
WIIII			0				
		10	SHARED DISPOSITIVE POWER				
			819,629				
11	AGGREGATE AM	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	819,629						
12		HE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN				
	SHARES	SHARES					
	J						
13	PERCENT OF CLA	SS REPRESEN	NTED BY AMOUNT IN ROW 11				

	4.12%
14	TYPE OF REPORTING PERSON
	00

CUSIP NO. 45811V105	SCHEDULE 13D
	Page 4 of 15 Pages

	NAME OF REPORT	ING PERSON				
	Riva Kay Sheppard					
2			X IF MEMBER OF A GROUP			
			(a) [x]			
			(4) [1]			
	CEC LICE ONLY		(b) [ ]			
3	SEC USE ONLY SOURCE OF FUND	ıc.				
4	SOURCE OF FUNL	3				
	PF					
5		SURE OF LEC	GAL PROCEEDINGS IS REQUIRED PURSUANT			
	TO ITEMS 2(d) or 2(e)		ſΊ			
6	CITIZENSHIP OR F	PLACE OF OR	U			
	CITEDION ON LEACH OF ONOMINEATION					
	United States					
		7	SOLE VOTING POWER			
			1,236,133			
		8	SHARED VOTING POWER			
	R OF SHARES					
	CIALLY OWNED BY EPORTING PERSON	_	169,358			
EACH K WITH	EPORTING PERSON	9	SOLE DISPOSITIVE POWER			
			1,236,133			
		10	SHARED DISPOSITIVE POWER			
			160.250			
11	A CCDEC ATE AM		169,358			
11	AGGREGATE AMO	OUNT BENEF	CIALLY OWNED BY EACH REPORTING PERSON			
	1 405 401					
1,405,491 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLU			TE AMOUNT IN DOW (11) EYELLIDES CEDTAIN			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CESHARES					
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	6.99%
14	TYPE OF REPORTING PERSON
	IN

SCHEDULE 13D Page 5 of 15 Pages

1	NAME OF REPORTING PERSON				
	Christina Kay				
2		OPRIATE BOX	X IF MEMBER OF A GROUP		
			(a) [x		
			(u) [X		
			(b) [		
3	SEC USE ONLY				
4	SOURCE OF FUND	OS			
	PF				
5	CHECK IF DISCLO	SURE OF LEG	AL PROCEEDINGS IS REQUIRED PURSUANT		
	TO ITEMS 2(d) or		5.3		
	2(e)	Y A GE OF OR C	NAME A TRANS		
6	CITIZENSHIP OR I	LACE OF ORC	JANIZATION		
	United States				
		7	SOLE VOTING POWER		
			1,236,133		
NIIMBE	R OF SHARES	8	SHARED VOTING POWER		
	CIALLY OWNED BY		169,358		
	EPORTING PERSON	9	SOLE DISPOSITIVE POWER		
WITH					
			1,236,133		
		10	SHARED DISPOSITIVE POWER		
			169,358		
11	AGGREGATE AMO	OUNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON		
	1 405 401				
12	1,405,491	IE ACCDECAT	TE AMOUNT IN DOW (11) EVOLUDES CEDTAIN		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11		
	6.99%		
14	TYPE OF REPORTING PERSON		
	IN		

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Robert B. Kay					
CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP					
		(a) [x]			
		(b) [ ]			
SEC USE ONLY		( ) 22			
SOURCE OF FUND	S				
777					
	SCI OCUBE O	ELECAL PROCEEDINGS IS REQUIRED DURGUANTE			
	SCLOSURE O	F LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
i i		[1			
	LACE OF OR	GANIZATION			
United States	1				
	7	SOLE VOTING POWER			
		416,666			
	8	SHARED VOTING POWER			
R OF SHARES	ľ	SHARED VOINGTOWER			
CIALLY OWNED BY		819,629			
EPORTING PERSON	9	SOLE DISPOSITIVE POWER			
		416,666			
	10	SHARED DISPOSITIVE POWER			
		819,629			
AGGREGATE AMO	 NINT RENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
AGGILOTTE AMOUNT BENEFICIALET OWNED BT EACH REFORTING FERSON					
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1					
PERCENT OF CLA	SS REPRESEN	TTED BY AMOUNT IN ROW 11			
	SEC USE ONLY SOURCE OF FUND PF CHECK BOX IF DISTO ITEMS 2(d) or 2(e) CITIZENSHIP OR P United States  R OF SHARES CIALLY OWNED BY EPORTING PERSON  AGGREGATE AMO  1,236,295 CHECK BOX IF TH SHARES ]	SEC USE ONLY SOURCE OF FUNDS  PF CHECK BOX IF DISCLOSURE OF TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF OR United States  R OF SHARES CIALLY OWNED BY EPORTING PERSON  AGGREGATE AMOUNT BENEFI  1,236,295 CHECK BOX IF THE AGGREGAT			

16

	6.15%	
14	TYPE OF REPORTING PERSON	
	TNI	
	JIN	

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1	NAME OF REPORT	NAME OF REPORTING PERSON				
	EVJ, LLC					
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP				
			(a) [v]			
			(a) [x]			
			(b)[]			
3	SEC USE ONLY					
4	SOURCE OF FUND	SOURCE OF FUNDS				
	WC					
5		SURE OF LEC	GAL PROCEEDINGS IS REQUIRED PURSUANT			
	TO ITEMS 2(d) or					
	2(e)					
6	CITIZENSHIP OR F	LACE OF OR	GANIZATION			
	Delaware					
	•	7	SOLE VOTING POWER			
		8	SHARED VOTING POWER			
	ER OF SHARES	O	SINKED VOINVOTOWEK			
	FICIALLY OWNED BY		819,629			
EACH . WITH	REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
***************************************			0			
		10	SHARED DISPOSITIVE POWER			
	L GGDEG LEE LAKE		819,629			
11	AGGREGATE AMO	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12		819,629				
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
	]					
13	PERCENT OF CLA	CC REPRESEN	STED BY AMOUNT IN ROW 11			
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11			TED DI AMOUNI IN NOW II			

	4.12%
14	TYPE OF REPORTING PERSON
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1	NAME OF REPORT	NAME OF REPORTING PERSON				
	Carl DeSantis	ntis				
2	CHECK THE APPR	OPRIATE BOX	X IF MEMBER OF A GROUP			
			(a) [x]			
3	SEC USE ONLY		(b) [ ]			
4	SOURCE OF FUND	os .				
	PF					
5		SURE OF LEG	GAL PROCEEDINGS IS REQUIRED PURSUANT			
6	CITIZENSHIP OR I	PLACE OF OR	GANIZATION			
	•	7	SOLE VOTING POWER			
			1,484,805			
		8	SHARED VOTING POWER			
	ER OF SHARES CIALLY OWNED BY		2,275,922			
EACH F	REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
WITH			1,484,805			
		10	SHARED DISPOSITIVE POWER			
			2,275,922			
11	AGGREGATE AMO	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10	3,760,727	IE A CODECAT	EE AMOUNT IN DOWN (11) EVEL UIDER CEDTAIN			
12	CHECK BOX IF TH SHARES	IE AGGREGA'	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN			

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	18.85%
14	TYPE OF REPORTING PERSON  IN

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1 NAME OF REPORTING PERSON				
	CDS Group Holdin	gs, LLC		
2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP			( IF MEMBER OF A GROUP	
			(a) [x]	
			(11)	
	GEG LIGE ONLY		(b) [ ]	
3	SEC USE ONLY			
ř	SOURCE OF FUNL	SOURCE OF FUNDS		
	WC			
5	CHECK IF DISCLO	SURE OF LEG	AL PROCEEDINGS IS REQUIRED PURSUANT	
	TO ITEMS 2(d) or 2	(e)		
6	CITIZENSHIP OR I	PLACE OF ORC	GANIZATION	
	Florida			
	Fioriua	7	SOLE VOTING POWER	
		/	SOLE VOTINGTOWER	
			0	
		8	SHARED VOTING POWER	
	ER OF SHARES			
	ICIALLY OWNED BY		819,629	
EACH I	REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WIII				
		10	0 SHARED DISPOSITIVE POWER	
		10	SHARED DISPOSITIVE FOWER	
			819,629	
11	AGGREGATE AMO	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON	
	010 620			
12	819,629			
14				
•	1			

	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	4.12%
14	TYPE OF REPORTING PERSON
	00

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1 NAME OF REPORTING PERSON					
	CD Financial, LLC				
2		CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP			
				(a) [x]	
				(a) [X]	
				(b)[]	
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	wc				
5		SURE OF LEG	AL PROCEEDINGS IS REQUIRED PURSUANT		
	TO ITEMS 2(d) or				
	2(e)		[]		
6	CITIZENSHIP OR I	PLACE OF ORC	GANIZATION		
	Florida				
	rioriua	7	SOLE VOTING POWER		
			SOLL VOTINGTOWER		
			0		
		8	SHARED VOTING POWER		
	R OF SHARES				
	CIALLY OWNED BY		1,456,293		
EACH R WITH	EPORTING PERSON	9	SOLE DISPOSITIVE POWER		
WIIII					
		10	SHARED DISPOSITIVE POWER		
		10	SHARED DISTOSITIVE TOWER		
			1,456,293		
11	AGGREGATE AMO	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSO	ON	
	1,456,293				
12	7 7				

	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	7.32%	
14	TYPE OF REPORTING PERSON  OO	

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#### Item 1. Security and Issuer.

This Amendment No. 3 (this "Amendment") relates to shares of common stock, par value \$0.002 per share (the "Common Stock") of Integrated BioPharma, Inc., a Delaware corporation (the "Issuer"). This Amendment amends in its entirety the Statement of Beneficial Ownership on Schedule 13D, originally filed by Trade Investment Services, LLC, EVJ, LLC, EGK, LLC, CDS International Holdings, Inc., Robert B. Kay, E. Gerald Kay and Carl DeSantis with the Securities and Exchange Commission (the "Commission") on March 28, 2003, as amended by Amendment No. 1, filed with the Commission on July 22, 2003, and Amendment No. 2, filed with the Commission on December 20, 2006. The Issuer's principal executive offices are located at 225 Long Avenue, Hillside, New Jersey 07205.

#### Item 2. Identity and Background.

- (a) The names of the reporting persons are E. Gerald Kay, EGK, LLC, Riva Kay Sheppard, Christina Kay, Robert B. Kay, EVJ, LLC, Carl DeSantis, CDS Group Holdings, LLC and CD Financial, LLC (collectively, the "Group").
- (b) The address for E. Gerald Kay, EGK, LLC, Riva Kay Sheppard, Christina Kay, Robert B. Kay and EVJ, LLC is c/o Integrated BioPharma, Inc., 225 Long Avenue, Hillside, New Jersey 07205.

The address for Carl DeSantis, CDS Group Holdings, LLC and CD Financial, LLC is 95 NE 4th Avenue Delray Beach, Florida 33483.

(c) The principal occupations of the members of the Group are set forth below. Unless otherwise indicated, each member of the Group is employed by the Issuer, located at 225 Long Avenue, Hillside, New Jersey 07205:

E. Gerald Kay, Chief Executive Office

Riva Kay Sheppard, Executive Vice President

Christina Kay, Executive Vice President

Robert B. Kay, Chief Executive Officer of iBioPharma, located at 9 Innovation Way, Suite 100, Newark, Delaware

Carl DeSantis, Chairman of CDS International Holdings, Inc., located at 95 NE 4th Avenue Delray Beach, Florida 33483

- (d) During the last five years, no members of the Group have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, no members of the Group have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) EGK, LLC and EVJ, LLC are organized under the laws of the State of Delaware, and CDS Group Holdings, LLC and CD Financial LLC are organized under the laws of the State of Florida. The rest of the members of the Group are citizens of the United States of America.

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#### Item 3. Source and Amount of Funds or Other Consideration.

EGK, LLC, EVJ, LLC, CDS Group Holdings, LLC and CD Financial, LLC used their working capital and the other members of the group used personal funds to purchase the Shares for investment purposes.

#### Item 4. Purpose of Transaction.

Each member of the Group purchased the Shares for investment purposes and not with the view to sell in connection with any distribution thereof. Except in the ordinary course of business, the Group has no present intention or plans or proposals which relate to or could result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Notwithstanding anything to the contrary contained herein, each member of the Group reserves the right, depending on all relevant factors, to change its intention with respect to any and all of the matters referred to above.

#### Item 5. Interest in Securities of the Issuer.

- (a) The members of the Group individually, and as a whole, may be deemed to have beneficial ownership of 12,795,410 shares of Common Stock of the Issuer, representing approximately 61.15% of the Issuer's outstanding shares of Common Stock (the percentage of shares owned being based upon 20,923,476 shares outstanding on August 21, 2008, including 1,028,415 shares underlying presently exercisable stock options and restricted stock units).
- (b) E. Gerald Kay holds sole voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 4,166,877 shares of Common Stock. E. Gerald Kay may additionally be deemed to share beneficial ownership as well as voting and dispositive power with Riva Kay Sheppard with respect to 169,358 shares of Common Stock and with Christina Kay with respect to 169,358 shares of Common Stock. E. Gerald Kay is the manager of EGK LLC, and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of the 819,629 shares of Common Stock held by EGK LLC.

EGK, LLC holds shared voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 819,629 shares of Common Stock.

Riva Kay Sheppard holds sole voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 1,236,133 shares of Common Stock. Riva Kay Sheppard may be deemed to share beneficial ownership as well as voting and dispositive power with E. Gerald Kay with respect to 169,358 shares of Common Stock.

Christina Kay holds sole voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 1,236,133 shares of Common Stock. Christina Kay may be deemed to share beneficial ownership as well as voting and dispositive power with E. Gerald Kay with respect to 169,358 shares of Common Stock.

Robert B. Kay holds sole voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 416,666 shares of Common Stock. Robert B. Kay is the manager of EVJ, LLC, and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the 819,629 shares of Common Stock held by EVJ, LLC.

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EVJ, LLC holds shared voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 819,629 shares of Common Stock.

Carl DeSantis holds sole voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 1,484,805 shares of Common Stock. CD Financial, LLC owns 1,456,293 shares of Common Stock, of which Carl DeSantis may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) by virtue of the fact that he is the manager. Carl DeSantis is also the manager of CDS Group Holdings, LLC, and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the 819,629 shares of Common Stock held by CDS Group Holdings, LLC.

CDS Group Holdings, LLC holds shared voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 819,629 shares of Common Stock.

CD Financial, LLC holds shared voting and dispositive power with respect to, and directly beneficially owns in the aggregate, 1,456,293 shares of Common Stock.

(c) On August 8, 2008, E. Gerald Kay transferred 100,000 shares of Common Stock to John McKey pursuant to the terms of a consulting agreement between Mr. McKey and E. Gerald Kay.

On July 30, 2008, CD Financial, LLC was issued 1,356,293 shares of Common Stock upon conversion of 1,356,293 shares of Series C Preferred Stock of the Issuer.

There have been no other transactions in the securities of the Issuer in the past sixty days involving the Reporting Persons.

- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The members of the Group individually, and as a whole, do not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

#### Item 7. Material to be Filed as Exhibits.

99.A. Joint Filing Agreement, as required by Rule 13d-1 under the Securities Exchange Act of 1934, as amended.

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#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 21, 2008	/s/E.	Gerald Kay
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E. Gerald Kay, individually

EGK, LLC

By: /s/E. Gerald Kay Dated: August 21, 2008

Name: E. Gerald Kay

Title: Manager

Dated: August 21, 2008 /s/Riva Kay Sheppard

Riva Kay Sheppard, individually

Dated: August 21, 2008 /s/Christina Kay

Christina Kay, individually

Dated: August 21, 2008 /s/Robert B. Kay

Robert B. Kay, individually

EVJ, LLC

Dated: August 21, 2008 By:/s/Robert B. Kay

> Name: Robert B. Kay Title: Manager

Dated: August 21, 2008 /s/Carl DeSantis

Carl DeSantis, individually

CDS Group Holdings, LLC

Dated: August 21, 2008 By:/s/Carl DeSantis

> Name: Carl DeSantis Title: Manager

CD Financial, LLC

Dated: August 21, 2008 By:/s/Carl DeSantis

Name: Carl DeSantis Title: Manager

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#### **EXHIBIT INDEX**

99.A. Joint Filing Agreement, as required by Rule 13d-1 under the Securities Exchange Act of 1934, as amended.