

NUTRACEA
Form DEFA14A
April 30, 2012

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

SCHEDULE 14A
(Rule 14a-101)

SCHEDULE 14A Information

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. _____)

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Rule 14a-12

NutraCea
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
 No fee required

- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined)
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:

(4) Date Filed:

Important Notice of Availability of Proxy Materials for the Annual Meeting of Shareholders of
NUTRACEA

To Be Held On:

June 19, 2012 at 9:00 A.M. local time
Scottsdale Plaza Resort, 7200 North Scottsdale Road, Scottsdale, AZ 85253

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 06/09/12.

Please visit <http://www.nutracea.com/InvestorRelations>, where the following materials are available for view:

- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report to Shareholders

TO REQUEST MATERIAL:

TELEPHONE: 888-757-7731

E-MAIL: proxy2012@nutracea.com

WEBSITE: <http://www.nutracea.com/InvestorRelations>

TO VOTE: ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting of Shareholders.

TELEPHONE: To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. Election of Directors:

2. Ratify appointment of BDO USA, LLP as NutraCea's independent registered public accounting firm for the fiscal year 2012.

NOMINEES:

W. John Short
Baruch Halpern
Henk W. Hoogenkamp
Richard H. Koppes
James C. Lintzenich
Edward L. McMillan
John J. Quinn

3. Transact such other business that is properly presented before the meeting or any adjournment or postponement thereof.

Please note that you cannot use this notice to vote by mail.
