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NUTRACEA
Form S-8
November 18, 2003

As filed with the Securities and Exchange Commission on November 19, 2003
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S - 8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

NUTRACEA
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization) 87-0673375
(I.R.S. Employer
Identification Number)

1261 HAWK'S FLIGHT COURT
EL DORADO HILLS, CALIFORNIA 95762
(Address of Principal Executive Offices) (Zip Code)

2003 STOCK COMPENSATION PLAN
(Full title of the plan)

JOHN HOWELL
1261 HAWK'S FLIGHT COURT
EL DORADO HILLS, CALIFORNIA 95762
With a Copy to
LAWRENCE E. WILSON
FRANKLIN, CARDWELL & JONES
1001 MCKINNEY, 18TH FLOOR
HOUSTON, TX 77002
(Name and address of agent for service)

(916) 933-7000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED (1) | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) | AMOUNT OF REGISTRATION FEE |
|--|--------------------------------|---|---|-------------------------------|
| Common Stock | 10,000,000 | \$ 1.85 | \$ 18,500,000 | \$ 1,496. |