

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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):

December 2, 2013

INTEGRATED BIOPHARMA, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION)

001-31668
(COMMISSION FILE NUMBER)

22-2407475
(I.R.S. EMPLOYER IDENTIFICATION NO.)

225 Long Avenue
Hillsdale, New Jersey 07205
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(973) 926-0816
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On December 2, 2013, the Company held its 2013 Annual Meeting of Shareholders (the "Annual Meeting"). A total of 21,080,174 shares of the Company's common stock, par value \$0.002 per share, were entitled to vote as of the close of business on October 22, 2013, the record date for the Annual Meeting. The holders of 17,148,799 shares of common stock, a majority, were present in person or represented by proxy at the Annual Meeting, at which the shareholders were asked to vote on three proposals. The proposals are described in detail in the Company's definitive proxy materials which were filed with the Securities and Exchange Commission and first made available to shareholders on or about October 28, 2013. Set forth below is the matters acted upon by the Company's shareholders at the Annual Meeting, and the final voting results of each such proposal.

Proposal No. 1 -- Non-binding advisory vote on the frequency of the stockholder vote on executive compensation

The Company's stockholders voted to conduct future non-binding advisory stockholder votes on executive compensation once every three years. The final voting results were as follows:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
196,638	62,958	11,874,976	50,700	4,963,527

After considering the voting results with respect to Proposal No. 1 discussed above, the Company's Board of Directors has decided that the stockholder non-binding advisory vote to approve the compensation paid to the Company's named executive officers will be held once every three years, commencing with the Company's 2016 annual meeting of stockholders, and continuing thereafter until such time that the frequency vote is next presented to stockholders or until the Board of Directors determines otherwise.

Proposal No. 2 -- Non-binding advisory vote on executive compensation

The Company's shareholders adopted a non-binding, advisory resolution approving the compensation paid to the Company's named executive officers. The final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
12,125,492	10,705	49,075	4,963,527

Proposal No. 3 -- To ratify the appointment of the Company's independent auditors for the fiscal year ending June 30, 2014

The Company's shareholders voted in favor of ratifying the appointment of Friedman, LLP as the Company's independent auditors for the fiscal year ending June 30, 2014. The final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
17,142,934	1,255	4,610

SIGNATURE

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.

Date: December 2, 2013

INTEGRATED BIOPHARMA, INC.

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