

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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 1, 2014

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**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 1, 2014, the Company held its 2014 Annual Meeting of Shareholders (the "Annual Meeting"). A total of 21,105,174 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 17, 2014, the record date for the Annual Meeting. The holders of 15,366,176 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 two 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, 2014. 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 – To elect three Class II directors for a three year term to serve until the 2017 Annual Meeting of Stockholders**

The Company's shareholders voted for the election of the three Class II directors to serve until the 2017 Annual Meeting of Stockholders. The final voting results were as follows:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
William Milroe	10,283,892	126,956	4,955,328
Christina Kay	10,126,027	284,821	4,955,328
Robert Canarick	10,174,876	235,972	4,955,328

**Proposal No. 2 – To ratify the appointment of the Company's independent auditors for the fiscal year ending June 30, 2015**

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, 2015. The final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
15,216,183	146,235	3,758

**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 1, 2014

**INTEGRATED BIOPHARMA, INC.**

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