

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):

May 1, 2019

**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**  
**Hillside, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 1, 2019, Mr. E. Gerald Kay notified the Board of Directors (the “Board”) of Integrated Biopharma, Inc. (the “Company”) that he has resigned as the Company’s Chief Executive Officer effective immediately. At a Board of Directors Meeting (the “Meeting”) held on May 1, 2019, the Board accepted Mr. Kay’s resignation as Chief Executive Officer. Mr. Kay will continue to serve as the Chairman of the Board.

At the Meeting, the Board appointed Ms. Christina Kay and Mrs. Riva Sheppard as Co-Chief Executive Officers, effective immediately. Ms. Kay and Mrs. Sheppard will continue to serve as members of the Board. As a result of the appointment, Ms. Kay and Mrs. Sheppard have resigned as Executive Vice Presidents of the Company. The Company has not appointed any other individuals to serve in those positions.

Biographical information, including family relationships, and transactions that are required to be disclosed pursuant to Item 404(a) of Regulation S-K, regarding Ms. Kay and Mrs. Sheppard, are disclosed in the Proxy Statement of the Company filed with the Securities and Exchange Commission on October 29, 2018, and are incorporated by reference herein.

There were no changes in compensatory arrangements as a result of these changes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed:

99.1 Press Release dated May 6, 2019.

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release dated May 6, 2019.

**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.

**INTEGRATED BIOPHARMA, INC.**

Date: May 6, 2019

By: /s/ Christina Kay  
Christina Kay  
Co-Chief Executive Officer





NEWS RELEASE for May 6, 2019

Contact: Dina Masi, CFO  
Integrated BioPharma, Inc.  
888-319-6962  
investors@ibiopharma.com

### **Integrated BioPharma Names Christina Kay and Riva Sheppard as Co-Chief Executive Officers**

HILLSIDE, NEW JERSEY (May 6, 2019) - Integrated BioPharma, Inc. (OTC BB: INBP) (the "Company" or "INBP") announced today that its Board of Directors (the "Board") has appointed Ms. Christina Kay and Mrs. Riva Sheppard as Co-Chief Executive Officers ("Co-CEOs") upon the resignation of E. Gerald Kay as the Company's long standing Chief Executive Officer effective as of May 1, 2019. Mr. Kay will continue to hold the position of Executive Chairman and remains a Director on our Board.

Chairman of the Board and Founder, E. Gerald Kay stated, "While my intention is to remain as Chairman of the Board and continue to be active in the organization, I and the Board believe that the appointment of Ms. Kay and Mrs. Sheppard as Co-CEOs of INBP will bring a new perspective and energy to the business. Each has her own unique strengths and experiences within the industry and in our organization that will continue to benefit the Company. Ms. Kay and Mrs. Sheppard are current officers of INBP, who have served as officers for the Company since 1994 and 1991, respectively. I believe they are the most appropriate and well-suited individuals to take the reins from me and lead the Company into its next phase of growth. Their ability to leverage on each other's strengths while pursuing the Company's best interest was part of our rationale for creating the Co-CEO position."

Ms. Kay's prior position with INBP was Executive Vice President. She also holds the titles of President of AgroLabs, Inc., Vice President of Manhattan Drug Company, Inc., and President of IHT Health Products, all wholly owned subsidiaries of the Company.

Mrs. Sheppard's prior position with INBP was Executive Vice President. She also holds the titles of President of Manhattan Drug Company, Inc., and President of IHT Properties, Inc., all wholly owned subsidiaries of the Company.

Each will continue to serve as directors on the Board of INBP.

Since being named Executive Vice Presidents of INBP in June of 2012, both Ms. Kay and Mrs. Sheppard have been an integral part of achieving consistent growth year to year. The Board believes they are integral to maintaining and nurturing the relationships with our two major customers in addition to focusing on expanding the customer base.

Ms. Kay states, "Riva and I are proud of the achievements we have made in the contract manufacturing segment of the Company and are equally excited about taking on the challenge of Co-CEOs of the Company. Over the years, we have worked closely with the executive teams in all parts of the business and are excited for the opportunities that our new role will bring."

#### About Integrated BioPharma Inc. (INBP)

Integrated BioPharma, Inc. is engaged primarily in manufacturing, distributing, marketing and sales of vitamins, nutritional supplements and herbal products. Further information is available at [www.ibiopharma.com](http://www.ibiopharma.com).

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, as well as assumptions, that, if they never materialize or prove incorrect, could cause the results of INBP to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements generally are identified by the words "expects," "anticipates," "believes," "intends," "estimates," "should," "would," "strategy," "plan" and similar expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The risks, uncertainties and assumptions include developments in the market and related products and services and other risks and uncertainties described in the section entitled "Risk Factors" in INBP's most recent Annual Report on Form 10-K. Accordingly, INBP cannot give assurance that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of INBP.