

RiceBran Technologies
Form DEFR14A
June 09, 2016

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No. 3)

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))
Supplement to Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

RiceBran Technologies
(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)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: N/A
- (2) Aggregate number of securities to which transaction applies: N/A
- (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): N/A
- (4) Proposed maximum aggregate value of transaction: N/A
- (5) Total fee paid: N/A

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: N/A
 - (2) Form, Schedule or Registration Statement No.: N/A
 - (3) Filing Party: N/A
 - (4) Date Filed: N/A
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EXPLANATORY NOTE

In the Company's Definitive Proxy Statement submitted on April 29, 2016 (EDGAR type "DEF 14A") and on May 11, 2016 (EDGAR type "DEFR 14A"), the proxy card filed with the Proxy Statement in those EDGAR versions inadvertently omitted the voting boxes for Items 2 and 3.

The proxy cards and voting instruction forms mailed to stockholders were correct and included the voting boxes for Items 2 and 3.

This Form DEFR14A is filed solely to correct the EDGAR version of the proxy card so that the proxy card will contain voting boxes for Items 2 and 3.

Signature of Shareholder Date: Signature of Shareholder Date: Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. JOHN SMITH 1234 MAIN STREET APT. 203 NEW YORK, NY 10038 ANNUAL MEETING OF SHAREHOLDERS OF RICEBRAN TECHNOLOGIES June 22, 2016 INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page. TELEPHONE - Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call. Vote online/phone until 11:59 PM EST the day before the meeting. MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible. IN PERSON - You may vote your shares in person by attending the Annual Meeting. GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access. PROXY VOTING INSTRUCTIONS Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. COMPANY NUMBER ACCOUNT NUMBER NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS: The annual report and proxy statement are available at <http://www.ricebrantech.com/InvestorRelations2>. To approve, on a nonbinding advisory basis, the compensation of our named executive officers; 3. To ratify our appointment of Marcum LLP as our independent registered public accounting firm for the year ending December 31, 2016; and 4. To transact such other business that is properly presented before the Annual Meeting or any adjournment or postponement thereof. This proxy, when properly executed, will be voted in the manner directed by the undersigned shareholder. If no direction is made, this proxy will be voted "FOR" Proposals 1, 2 and 3. WHETHER OR NOT YOU PLAN TO ATTEND THIS MEETING, PLEASE VOTE YOUR SHARES PROMPTLY BY MARKING, SIGNING, DATING AND RETURNING THE PROXY CARD IN THE ENCLOSED POSTAGE PAID RETURN ENVELOPE. TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS CARD. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF ALL NOMINEES AND "FOR" PROPOSALS 2 AND 3. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x Please check this box if you plan to attend the Annual Meeting. The Board of Directors recommends that you vote "FOR" the following: 1. Election of Directors: O W. John Short O Marco V. Galante O David Goldman O Baruch Halpern O Henk W. Hoogenkamp O Robert C. Schweitzer O Peter A. Woog FOR ALL NOMINEES WITHHOLD AUTHORITY FOR ALL NOMINEES FOR ALL EXCEPT (See instructions below) NOMINEES: INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: () FOR AGAINST ABSTAIN 1 14475 COMMENTS: RICEBRAN TECHNOLOGIES 6720 N. Scottsdale Road, Suite # 390 Scottsdale, Arizona 85253 THIS PROXY IS SOLICITED ON BEHALF OF THE COMPANY'S BOARD OF DIRECTORS

The undersigned holder of Common Stock of Ricebran Technologies, a California corporation (the“Company”), hereby appoints W. John Short and J. Dale Belt, and each of them, as proxies for theundersigned, each with full power of substitution, for and in the name of the undersigned to act for theundersigned and to vote, as designated on the reverse side of this proxy card, all of the shares of stock ofthe Company that the undersigned may be entitled to vote at the 2016 Annual Meeting of Shareholders ofthe Company, to be held at Scottsdale Plaza Resort, 7200 North Scottsdale Road, Scottsdale, AZ 85253,on Wednesday, June 22, 2016, at 9:00 A.M. local time, and at any adjournments or postponements thereof,and in their discretion upon such other business as may properly come before the Annual Meeting or anyadjournments or postponements thereof.(Continued and to be signed on the reverse side)ADMISSION CARDANNUAL MEETING OF SHAREHOLDERSJune 22, 20169:00 A.M. (Local Time)Scottsdale Plaza Resort7200 North Scottsdale RoadScottsdale, AZ 85253Presentation of this card is requiredfor admission to the Annual MeetingPLEASE PRESENT THIS CARD TO THE COMPANY’S REPRESENTATIVEAT THE ENTRANCE TO THE ANNUAL MEETING.RICEBRAN TECHNOLOGIES1.1
