

Olivier de Vezin Edmund Martin  
 Form 4  
 February 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Olivier de Vezin Edmund Martin

2. Issuer Name and Ticker or Trading Symbol  
 Ceres, Inc. [CERE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CERES, INC., 1535 RANCHO CONEJO BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)  
 02/27/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

THOUSAND OAKS, CA 91320

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2012		C		445,532	A	Ⓣ	445,532	I	See footnote (2)
Common Stock	02/27/2012		C		171,486	A	Ⓣ	617,018	I	See footnote (2)
Common Stock	02/27/2012		C		97,093	A	Ⓣ	714,111	I	See footnote (2)
Common Stock	02/27/2012		C		66,276	A	Ⓣ	780,387	I	See footnote

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Common Stock	02/27/2012	C	12,946	A	<u>(1)</u>	793,333	I	<u>(2)</u> See footnote <u>(2)</u>
Common Stock	02/27/2012	C	83,332	A	<u>(1)</u>	83,332	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock	02/27/2012	C	33,333	A	<u>(1)</u>	116,665	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock	02/27/2012	C	25,189	A	<u>(1)</u>	141,854	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock	02/27/2012	C	17,194	A	<u>(1)</u>	159,048	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock	02/27/2012	C	3,358	A	<u>(1)</u>	162,406	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock	02/27/2012	C	304,466	A	<u>(1)</u>	304,466	I	<u>(4)</u> See footnote <u>(4)</u>
Common Stock	02/27/2012	C	128,514	A	<u>(1)</u>	432,980	I	<u>(4)</u> See footnote <u>(4)</u>
Common Stock	02/27/2012	C	72,762	A	<u>(1)</u>	505,742	I	<u>(4)</u> See footnote <u>(4)</u>
Common Stock	02/27/2012	C	49,668	A	<u>(1)</u>	555,410	I	<u>(4)</u> See footnote <u>(4)</u>
Common Stock	02/27/2012	C	9,702	A	<u>(1)</u>	565,112	I	<u>(4)</u> See footnote <u>(4)</u>
Common Stock	02/27/2012	C	56,847	A	<u>(1)</u>	56,847	I	<u>(5)</u> See footnote <u>(5)</u>
Common Stock	02/27/2012	C	38,803	A	<u>(1)</u>	95,650	I	<u>(5)</u> See footnote <u>(5)</u>
Common Stock	02/27/2012	C	7,579	A	<u>(1)</u>	103,229	I	<u>(5)</u> See footnote <u>(5)</u>

Common Stock	02/27/2012	C	19,230	A	<u>(6)</u>	19,230	I	See footnote <u>(7)</u>
Common Stock						6,666	D	
Common Stock						221,111	I	See footnote <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	02/27/2012		C	1,336,600	<u>(1)</u> <u>(1)</u>	Common Stock 445,5
Series B Convertible Preferred Stock	<u>(1)</u>	02/27/2012		C	514,458	<u>(1)</u> <u>(1)</u>	Common Stock 171,4
Series C Convertible Preferred Stock	<u>(1)</u>	02/27/2012		C	291,279	<u>(1)</u> <u>(1)</u>	Common Stock 97,0
Series C-1 Convertible Preferred Stock	<u>(1)</u>	02/27/2012		C	198,831	<u>(1)</u> <u>(1)</u>	Common Stock 66,2
Series D Convertible Preferred Stock	<u>(1)</u>	02/27/2012		C	38,842	<u>(1)</u> <u>(1)</u>	Common Stock 12,9

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Series A Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	250,000	<u>(1)</u>	<u>(1)</u>	Common Stock	83,3
Series B Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	100,000	<u>(1)</u>	<u>(1)</u>	Common Stock	33,3
Series C Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	75,567	<u>(1)</u>	<u>(1)</u>	Common Stock	25,1
Series C-1 Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	51,584	<u>(1)</u>	<u>(1)</u>	Common Stock	17,1
Series D Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	10,076	<u>(1)</u>	<u>(1)</u>	Common Stock	3,3
Series A Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	913,400	<u>(1)</u>	<u>(1)</u>	Common Stock	304,
Series B Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	385,542	<u>(1)</u>	<u>(1)</u>	Common Stock	128,
Series C Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	218,288	<u>(1)</u>	<u>(1)</u>	Common Stock	72,7
Series C-1 Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	149,006	<u>(1)</u>	<u>(1)</u>	Common Stock	49,6
Series D Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	29,108	<u>(1)</u>	<u>(1)</u>	Common Stock	9,7
Series C Convertible Preferred Stock	<u>(1)</u>	02/27/2012	C	170,541	<u>(1)</u>	<u>(1)</u>	Common Stock	56,8
	<u>(1)</u>	02/27/2012	C	116,413	<u>(1)</u>	<u>(1)</u>		38,8

Series C-1  
Convertible  
Preferred  
Stock

Common  
Stock

Series D  
Convertible  
Preferred  
Stock

(1)

02/27/2012

C

22,741

(1)

(1)

Common  
Stock

7,5

Convertible  
Subordinated  
Promissory  
Note

\$ 10.4

02/27/2012

C

\$ 200,000

(6)

(6)

Common  
Stock

19,2

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director   10% Owner   Officer   Other

Olivier de Vezin Edmund Martin  
C/O CERES, INC.  
1535 RANCHO CONEJO BOULEVARD  
THOUSAND OAKS, CA 91320

X

## Signatures

/s/ Paul Kuc, Attorney-in-Fact for Edmund Martin Olivier de  
Vezin

02/28/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each share of each series of preferred stock was convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election, and each share of each series of preferred stock automatically converted upon the closing of the Issuer's initial public offering. The shares of each series of preferred stock have no expiration date.

(2) By Oxford Bioscience Partners II LP, who directly holds these securities. The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(3) By Oxford Bioscience Partners Adjunct II LP, who directly holds these securities. The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners Adjunct II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(4) By Oxford Bioscience Partners Bermuda II Limited Partnership, who directly holds these securities. The reporting person is one of the general partners of OBP Management Bermuda II Limited Partnership, which is the general partner of Oxford Bioscience Partners Bermuda II Limited Partnership. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(5) By Oxford Bioscience Partners GS-Adjunct II LP, who directly holds these securities. The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners GS-Adjunct II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(6) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by the reporting person in connection with an August 2011 financing. The Convertible Note automatically converted into shares of Common Stock upon the closing of the Issuer's

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initial public offering at a price per share equal to the public offering price with a 20% discount. Since the public offering price was \$13.00, the price per share is \$10.40.

(7) By the Edmund and Ellen Olivier Revocable Family Trust.

By Oxford Bioscience Management Partners II, who directly holds these securities. The reporting person is one of the general partners of

(8) Oxford Bioscience Management Partners II. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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