

Ceres, Inc.  
Form SC 13G/A  
December 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

CERES, INC.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

156773400

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:  Rule 13d-1(c)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1. Brio Capital Master Fund Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2. (a)  
(b)  
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Cayman Islands

SOLE VOTING POWER

5.

1,172,326 Common Stock

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6.

None

SOLE DISPOSITIVE POWER

7.

1,172,326 shares of Common Stock

SHARED DISPOSITIVE POWER

8.

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

1,172,326 shares of Common Stock

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

The aggregate amount in Row 9 represents the maximum amount of shares that Brio Capital Master Fund Ltd. can beneficially control under a contractually stipulated 9.99% ownership restriction. The full conversion and/or exercise of Brio Capital Master Fund Ltd.'s securities would exceed this restriction.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

9.99%

TYPE OF REPORTING PERSON

12.

CO

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ITEM 1 (a) NAME OF ISSUER: Ceres, Inc.

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1535 Rancho Conejo Boulevard, Thousand Oaks, CA

ITEM 2 (a) NAME OF PERSON FILING: Brio Capital Master Fund Ltd.

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Brio Capital Management LLC, 100 Merrick Road, Suite 401W, Rockville Centre, NY 11570

ITEM 2 (c) CITIZENSHIP: Cayman Islands

ITEM 2 (d) TITLE OF CLASS OF SECURITIES: Common Stock, \$0.01 par value

ITEM 2 (e) CUSIP NUMBER: 156773400

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B): Not applicable

ITEM 4 OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED: 1,172,326 Shares of Common Stock

(b) PERCENT OF CLASS: 9.99%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR DIRECT THE VOTE

1,172,326 Shares

(ii) SHARED POWER TO VOTE OR DIRECT THE VOTE

0 Shares

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

1,172,326 Shares

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

0 Shares

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ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 17, 2015  
(Date)

/s/ Shaye Hirsch  
(Signature)

Shaye Hirsch, Director  
(Name/Title)