Krieger David Benjamin Form 4 February 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

0.5

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

C/O CERES, INC., 1535 RANCHO

(Street)

Krieger David Benjamin

CONEJO BOULEVARD

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Ceres, Inc. [CERE]

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	((Month/Day/Year)	(Instr.	8)	Acquired (A) Disposed of (Instr. 3, 4, and	D)	Date Exercisable	Expiration Date		
				Code	V	(A)	(D)			Title	Amou Numb Shares
Convertible Subordinated Promissory	\$ 10.4	02/21/2012		J		\$ 1,592,400		<u>(1)</u>	<u>(1)</u>	Common Stock	153,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Krieger David Benjamin

C/O CERES, INC.

1535 RANCHO CONEJO BOULEVARD

THOUSAND OAKS, CA 91320

Signatures

Note

/s/ Timothy J. Curt, Attorney-in-Fact for David Benjamin
Krieger

02/23/2012

**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).

The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), in connection with an August 2011 financing. The Convertible Note is automatically convertible into shares of Common Stock upon the closing of the Issuer's 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. The offering price was determined on February 21, 2012, at which time the Convertible Note became a derivative security.

Mr. Krieger, a director of the Issuer, is a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which is the manager of WP IX. Mr. Krieger is also a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), which is the managing member of Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), which is the sole member of Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), which is the general partner of WP IX. Messrs. Charles R. Kaye and Joseph P. Landy are the Co-Presidents and Managing Members of WP LLC and the Managing General Partners of WP and may be deemed to control WP IX, WP IX GP, WP Partners, WP and WP LLC.

By reason of the provisions of Rule 16a-l of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP IX GP, WP Partners, WP, WP LLC and Messrs. Kaye, Landy and Krieger may be deemed to be the beneficial owners and have an indirect pecuniary interest in an indeterminate portion of the securities of the Issuer that may be deemed to be beneficially owned by WP IX. Each of WP IX

(3) GP, WP Partners, WP, WP LLC and Messrs. Kaye, Landy and Krieger disclaims beneficial ownership of such securities that may be deemed to be beneficially owned by WP IX, except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.