

HEMPLEMAN PHILIP J
Form 4
February 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ARDSLEY ADVISORY PARTNERS

2. Issuer Name and Ticker or Trading Symbol
MARRONE BIO INNOVATIONS INC [MBII]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
262 HARBOR DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2018

____ Director ____X__ 10% Owner
____ Officer (give title below) ____X__ Other (specify below)
See Footnote (1)

STAMFORD, CT 06902

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

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

(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	02/05/2018		P		6,666,667	A	\$ 0.75
					10,348,247	I	

See Footnotes (1) (2) (3)

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

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SEC 1474 (9-02)

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

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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)	Amount of Underlying Shares
Warrant	\$ 1	02/05/2018		P	5,333,333	02/05/2018 12/31/2020	Common Stock	5,333,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARDSLEY ADVISORY PARTNERS 262 HARBOR DRIVE STAMFORD, CT 06902		X		See Footnote (1)
ARDSLEY PARTNERS I 262 HARBOR DRIVE STAMFORD, CT 06902		X		
HEMPLEMAN PHILIP J 262 HARBOR DRIVE STAMFORD, CT 06902		X		
Ardley Partners Renewable Energy Fund, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902		X		
Ardley Partners Fund II, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902		X		
Ardley Partners Advanced Healthcare Fund, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902		X		
Ardley Duckdive Fund, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902		X		

Signatures

/s/ Steve Napoli,
Partner 02/05/2018

**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).
- (1) This Form 4 is being filed by Ardsley Advisory Partners (the "Advisor") on behalf of itself and Ardsley Partners I (the "General Partner"), Ardsley Partners Renewable Energy Fund, L.P. (the "Renewable Energy Fund"). Ardsley Partners Advanced Healthcare Fund, L.P. (the "Advanced Healthcare Fund"), Ardsley Partners Fund II, L.P. (the "Fund II"), Ardsley Duckdive Fund, L.P. (the "Duckdive Fund"), and Philip J. Hempleman ("Hempleman" and, together with the Advisor, the General Partner, the Renewable Energy Fund, the Advanced Healthcare Fund, the Fund II and the Duckdive Fund, the "Reporting Persons"). The General Partner serves as general partner to the Renewable Energy Fund, the Advanced Healthcare Fund and the Fund II. Hempleman is the Managing Partner of the Advisor and the General Partner and serves as the general partner to the Duckdive Fund.
- (2) This Form 4 is being filed as a result of a securities purchase agreement between the Issuer and the Renewable Energy Fund in which the Renewable Energy Fund acquired 6,666,667 shares of the common stock of the Issuer and 5,333,333 warrants convertible into shares of common stock of the issuer. In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by the Reporting Persons is reported herein. Each of the General Partner, the Advisor and Hempleman, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the General Partner and the Advisor are the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Footnote (2) continued in Footnote (3).
- (3) Footnote (3) continued from Footnote (2). Hempleman is the Managing Partner of the General Partner and the Advisor and serves as the general partner to the Duckdive Fund and disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that Hempleman is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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.