

MARRONE BIO INNOVATIONS INC
 Form 4
 January 31, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Glidewell Donald J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CFO and Secretary

(Last) (First) (Middle)
 C/O MARRONE BIO INNOVATIONS, INC., 2121 SECOND STREET, STE. A-107
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/29/2014

DAVIS, CA 95618
 (City) (State) (Zip)

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

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	01/29/2013		M		63,738	A	\$ 1.19
Common Stock	01/29/2013		S ⁽⁴⁾		63,738	D	\$ 17 ⁽⁵⁾
Common Stock	01/29/2014		M		6,903	A	\$ 1.41
Common Stock	01/29/2014		S ⁽⁴⁾		6,903	D	\$ 17 ⁽⁵⁾
	01/29/2014		M		4,854	A	4,854

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Common Stock						\$				
						3.11				
Common Stock	01/29/2014		S ⁽⁴⁾	4,854	D	\$ 17	0		D	
						<u>(5)</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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.19	01/29/2014		M	63,738	<u>(1)</u> 04/27/2021	Common Stock	63,738
Stock Option (Right to Buy)	\$ 1.41	01/29/2014		M	6,903	<u>(2)</u> 12/15/2021	Common Stock	6,903
Stock Option (Right to Buy)	\$ 3.11	01/29/2014		M	4,854	<u>(3)</u> 02/20/2022	Common Stock	4,854

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Glidewell Donald J
C/O MARRONE BIO INNOVATIONS, INC.
2121 SECOND STREET, STE. A-107
DAVIS, CA 95618

CFO and Secretary

Signatures

/s/ Donald J.
Glidewell

01/31/2014

 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) The option vests with respect to 1/4th of the total shares subject to the option on the first anniversary of the vesting commencement date of May 1, 2011, and with respect to 1/48th of the total shares subject to the option monthly thereafter for 36 months.
 - (2) The options vest with respect to 1/60th of the total shares subject to the option one month after the vesting commencement date of November 1, 2011, and with respect to 1/60th of the total shares subject to the option monthly thereafter for 36 months.
 - (3) The options vested with respect to 100% of the total shares subject to the option on the vesting commencement date of February 20, 2012.
 - (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person on December 13, 2013.
- The transaction was executed in multiple trades and the price reported above reflects the weighted average purchase price. The Reporting
- (5) Person hereby undertakes to provide upon request to the SEC Staff, the Issuer or the Security Holder of the Issuer, full information regarding the number of shares and prices at which each trade was effected.

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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