

Ceres, Inc.  
Form 4  
August 03, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brandys Pascal

(Last) (First) (Middle)

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

(Street)

THOUSAND OAKS, CA 91320

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 08/01/2016                              |                                                             | U(1)(2)                                 |                                                                            | 7,320                                                                                                              | D                                                                       | \$<br>0.4                                                         |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                         | \$ 0                                                              |

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

**Persons who respond to the collection of  
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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)**

## Edgar Filing: Ceres, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                              | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>options                                    | \$ 0.23                                                            | 08/01/2016                              |                                                             | D                                    | 729                                                                                                                | <u>(3)</u>                                                     | 04/05/2026                                                          | Common<br>Stock                    | 726                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships                    |
|----------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                              | Director 10% Owner Officer Other |
| Brandys Pascal<br>C/O CERES, INC.<br>1535 RANCHO CONEJO BOULEVARD<br>THOUSAND OAKS, CA 91320 | X                                |

## Signatures

/s/ Paul Kuc, Attorney-in-Fact for Pascal  
Brandys

08/03/2016

\*\*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).
- Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated June 16, 2016, by and among the Issuer, Land O'Lakes, Inc. ("Parent") and Roman Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of Parent, Merger Sub made a
- (1) cash tender offer (the "Offer") to purchase each outstanding share of the Issuer's Common Stock for \$0.40 per share (the "Offer Price"), without any interest and subject to any tax withholding. Merger Sub accepted for payment all of the shares tendered after the expiration of the Offer at 12:00 midnight, New York City time, at the end of Friday, July 29, 2016.
- (2) These shares were tendered into the Offer.
- Pursuant to the Merger Agreement, at the effective time of the merger of Merger Sub with and into Issuer, this option was converted into
- (3) a right to receive a per share cash payment equal to the difference between the per share exercise price of this option and the Offer Price, subject to any tax withholding.

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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