

MARRONE BIO INNOVATIONS INC

Form 3

August 01, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â STUART MILL VENTURE  
PARTNERS LP

(Last) (First) (Middle)

C/O STUART MILL  
PARTNERS LLC,Â 252 N.  
WASHINGTON STREET

(Street)

FALLS  
CHURCH,Â VAÂ 22046

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
08/01/2013

3. Issuer Name and Ticker or Trading Symbol

MARRONE BIO INNOVATIONS INC [MBII]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

1,133,367

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Common Stock Warrant	Â (1)	06/14/2023	Common Stock	(1)	\$ (1)	D	Â
Convertible Promissory Note	Â (2)	Â (2)	Common Stock	\$ 1,500,000 (2)	\$ (2)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUART MILL VENTURE PARTNERS LP C/O STUART MILL PARTNERS LLC 252 N. WASHINGTON STREET FALLS CHURCH, VA 22046	Â	Â X	Â	Â

## Signatures

/s/ Donald J. Glidewell, Donald J. Glidewell,  
Attorney-in-Fact

08/01/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 warrant is exercisable upon completion of the Issuer's initial public offering for a number of shares equal to \$75,000 divided by 70%  
(1) of the price per share in the Issuer's initial public offering and at an exercise price per share equal to 70% of the price per share in the Issuer's initial public offering.

Lists original principal under the convertible promissory note as of March 15, 2012, the date of purchase. Upon completion of the Issuer's  
(2) initial public offering, such principal, plus all accrued interest, will automatically convert into common stock at a price per share equal to 70% of the price per share in the Issuer's initial public offering

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.