

ARTAL LUXEMBOURG S A
Form 4
February 22, 2012

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 *
ARTAL LUXEMBOURG S A

(Last) (First) (Middle)

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

THOUSAND OAKS, CA 91320

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------|
| Convertible Subordinated Promissory Note | \$ 10.4 | 02/21/2012 | | \$ 5,000,000 | J | | | | (1) | (1) | Common Stock | 480,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARTAL LUXEMBOURG S A C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| ARTAL INTERNATIONAL SCA C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| ARTAL GROUP S A C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| WESTEND SA C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| Stichting Administratiekantoor Westend C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Paul Kuc, Attorney-in-Fact for Artal Luxembourg S.A. | 02/22/2012 |
| **Signature of Reporting Person | Date |
| /s/ Paul Kuc, Attorney-in-Fact for Artal International S.C.A. | 02/22/2012 |
| **Signature of Reporting Person | Date |
| /s/ Paul Kuc, Attorney-in-Fact for Artal Group S.A. | 02/22/2012 |
| **Signature of Reporting Person | Date |
| /s/ Paul Kuc, Attorney-in-Fact for Westend S.A. | 02/22/2012 |

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__Signature of Reporting Person

Date

/s/ Paul Kuc, Attorney-in-Fact for Stichting Administratiekantoor
Westend

02/22/2012

__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).

(1) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by the reporting person 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.

(2) Artal Luxembourg S.A. is a wholly-owned subsidiary of Artal International SCA, which is a wholly-owned subsidiary of Artal Group SA, which is a wholly-owned subsidiary of Westend SA, which is a wholly-owned subsidiary of Stichting Administratiekantoor Westend. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or her pecuniary interest therein, if any.

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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