

Smith Dana C  
Form 4  
February 28, 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 \*  
Ambergate Trust

(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)

02/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/27/2012                           |  | C                              |   | 359,000   | A  | Ⓛ                                 |
| Common Stock                    | 02/27/2012                           |  | C                              |   | 474,333   | A  | Ⓛ                                 |
| Common Stock                    | 02/27/2012                           |  | C                              |   | 213,332   | A  | Ⓛ                                 |
| Common Stock                    | 02/27/2012                           |  | C                              |   | 91,205  | A  | Ⓛ                                 |
| Common Stock                    | 02/27/2012                           |  | C                              |   | 139,425   | A  | Ⓛ                                 |

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|              |            |   |         |   |       |           |       |
|--------------|------------|---|---------|---|-------|-----------|-------|
| Common Stock | 02/27/2012 | C | 11,000  | A | (1)   | 1,140,406 | D (2) |
| Common Stock | 02/27/2012 | C | 102,666 | A | (1)   | 1,243,072 | D (2) |
| Common Stock | 02/27/2012 | C | 433,333 | A | (1)   | 1,676,405 | D (2) |
| Common Stock | 02/27/2012 | C | 322,115 | A | (4)   | 1,998,520 | D (2) |
| Common Stock | 02/27/2012 | P | 153,846 | A | \$ 13 | 2,152,366 | D (2) |

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

**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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Series A Convertible Preferred Stock       | (1)  | 02/27/2012                           |  | C                              | 1,077,000   | (1) (1)  | Common Stock 359,000  |
| Series A Convertible Preferred Stock       | (1)  | 02/27/2012                           |  | C                              | 1,423,000   | (1) (1)  | Common Stock 474,300  |
| Series B Convertible Preferred Stock       | (1)  | 02/27/2012                           |  | C                              | 640,000   | (1) (1)  | Common Stock 213,300  |
| Series C Convertible Preferred Stock       | (1)  | 02/27/2012                           |  | C                              | 273,615   | (1) (1)  | Common Stock 91,200   |
| Series C-1 Convertible                     | (1)  | 02/27/2012                           |  | C                              | 418,276   | (1) (1)  | Common Stock 139,400  |

|  |         |            |   |              |     |     |              |       |  |
|--|---------|------------|---|--------------|-----|-----|--------------|-------|--|
| Preferred Stock                          |         |            |   |              |     |     |              |       |  |
| Series D Convertible Preferred Stock     | (1)     | 02/27/2012 | C | 33,000       | (1) | (1) | Common Stock | 11,0  |  |
| Series F Convertible Preferred Stock     | (1)     | 02/27/2012 | C | 308,000      | (1) | (1) | Common Stock | 102,0 |  |
| Series G Convertible Preferred Stock     | (1)     | 02/27/2012 | C | 1,300,000    | (1) | (1) | Common Stock | 433,0 |  |
| Convertible Subordinated Promissory Note | \$ 10.4 | 02/27/2012 | C | \$ 3,350,000 | (4) | (4) | Common Stock | 322,0 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Ambergate Trust<br>C/O CERES, INC.<br>1535 RANCHO CONEJO BOULEVARD<br>THOUSAND OAKS, CA 91320                           |               | X         |         |       |
| Lynda De Logi Trust<br>C/O CERES, INC.<br>1535 RANCHO CONEJO BOULEVARD<br>THOUSAND OAKS, CA 91320                       |               | X         |         |       |
| Rothschild Trust Guernsey Ltd (Ambergate)<br>C/O CERES, INC.<br>1535 RANCHO CONEJO BOULEVARD<br>THOUSAND OAKS, CA 91320 |               | X         |         |       |
| Carlson Robert W Jr.<br>C/O CERES, INC.<br>1535 RANCHO CONEJO BOULEVARD<br>THOUSAND OAKS, CA 91320                      |               | X         |         |       |
| Smith Dana C<br>C/O CERES, INC.<br>1535 RANCHO CONEJO BOULEVARD<br>THOUSAND OAKS, CA 91320                              |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Paul Kuc, Attorney-in-Fact for The Ambergate Trust                              | 02/28/2012 |
| **Signature of Reporting Person   | Date       |
| /s/ Paul Kuc, Attorney-in-Fact for The Lynda De Logi Trust                          | 02/28/2012 |
| **Signature of Reporting Person   | Date       |
| /s/ Paul Kuc, Attorney-in-Fact for Rothschild Trust Guernsey Limited<br>(Ambergate) | 02/28/2012 |
| **Signature of Reporting Person   | Date       |
| /s/ Paul Kuc, Attorney-in-Fact for Robert W. Carlson, Jr.                           | 02/28/2012 |
| **Signature of Reporting Person   | Date       |
| /s/ Paul Kuc, Attorney-in-Fact for Dana C. Smith                                    | 02/28/2012 |
| **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) Each share of each series of preferred stock was convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election, and each share of each series of preferred stock automatically converted upon the closing of the Issuer's initial public offering. The shares of each series of preferred stock have no expiration date.
 

Rothschild Trust Guernsey Limited ("Rothschild") is the trustee for the Ambergate Trust and has full investment and voting authority over the shares held in the Ambergate Trust. Pursuant to a voting agreement, Rothschild also has the authority to vote the shares held in the Lynda De Logi Trust. Robert W. Carlson, Jr. and Dana C. Smith are the trustees for the Lynda De Logi Trust, and Mr. Carlson and Ms. Smith have full investment authority over the shares held in the Lynda De Logi Trust. Unless otherwise stated, the securities reported herein are held directly by the Ambergate Trust. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or her pecuniary interest therein, if any.
  - (2) The Lynda De Logi Trust directly holds these securities.
  - (3) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by the reporting person in connection with an August 2011 financing. The Convertible Note automatically converted 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.

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.