Edgar Filing: Ceres, Inc. - Form 4

Ceres, Inc.										
Form 4	0016									
August 03, 2016									OMB APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
	Check this box					Expires:	January 31,			
if no longer subject to Section 16. Form 4 or					ICIAL OV	WNERSHIP OI	Estimated burden hou response	urs per		
Form 5 obligations may continue. See Instruction 1(b). 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	e Responses)									
			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			Ceres, Inc. [CERE]							
(Last) (First) (Middle) C/O CERES, INC., 1535 RANCHO CONEJO BLVD.			3. Date of Earliest Transaction(Month/Day/Year)08/01/2016			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
THOUSA	ND OAKS, CA 9	1320					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tat	ole I - Non-l	Derivative	Securities A	.cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	eport on a separate lin	e for each cl	ass of sec	Code V	ficially own	-	or indirectly.	action of	NEC 1474	
					inforn requir	nation cont ed to resp	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

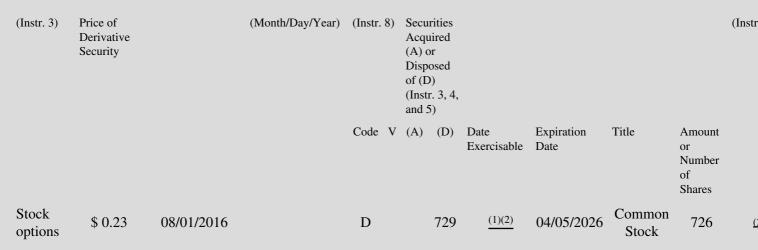
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Secur

number.

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Reporting Owners

Reporting Owner Name / Ad	ne / Address				
For	reporting o more funite / Mulloss		10% Owner	Officer	Other
MORLEY CHERYL P C/O CERES, INC. 1535 RANCHO CONEJO I THOUSAND OAKS, CA 9		Х			
Signatures					
/s/ Cheryl P Morley	08/03/2016				
<u>**</u> 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.

Pursuant to the Merger Agreement, at the effective time of the merger of Merger Sub with and into Issuer, this option was converted into

(2) 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. 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.