

Krieger David Benjamin
 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 *
 Krieger David Benjamin

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2012

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

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

(Street)

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

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

THOUSAND OAKS, CA 91320

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/27/2012		C		2,307,692	A	(1) 2,307,692	I	See footnotes (2) (3)
Common Stock	02/27/2012		C		153,115	A	(4) 2,460,807	I	See footnotes (2) (3)

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

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SEC 1474 (9-02)

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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 (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)	Amount of Underlying Shares
Series F Convertible Preferred Stock	<u>(1)</u>	02/27/2012		C	6,923,078	<u>(1)</u> / <u>(1)</u>	Common Stock	2,300
Convertible Subordinated Promissory Note	\$ 10.4	02/27/2012		C	\$ 1,592,400	<u>(4)</u> / <u>(4)</u>	Common Stock	153

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Krieger David Benjamin
C/O CERES, INC.
1535 RANCHO CONEJO BOULEVARD
THOUSAND OAKS, CA 91320

X

Signatures

/s/ David Benjamin
Krieger

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 one-for-one-third 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 securities reported herein are beneficially owned by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"). Mr. Krieger, a director of the Issuer, is a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which is the manager of WP IX. Mr. Krieger is also a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), which is the managing member of Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), which is the sole member of Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), which is the general partner of WP IX. Messrs. Charles R. Kaye and Joseph P. Landy are the Co-Presidents and Managing Members of WP LLC and the Managing General Partners of WP and may be deemed to control WP IX, WP IX GP, WP Partners, WP and WP LLC.

(3) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP IX GP, WP Partners, WP, WP LLC and Messrs. Kaye, Landy and Krieger may be deemed to be the beneficial owners and have an indirect pecuniary

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interest in an indeterminate portion of the securities of the Issuer that may be deemed to be beneficially owned by WP IX. Each of WP IX GP, WP Partners, WP, WP LLC and Messrs. Kaye, Landy and Krieger disclaims beneficial ownership of such securities that may be deemed to be beneficially owned by WP IX, except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

- (4) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by WP IX 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.

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