

Ardsley Duckdive Fund, L.P.
 Form 4
 August 13, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
ARDSLEY ADVISORY PARTNERS

2. Issuer Name and Ticker or Trading Symbol
MARRONE BIO INNOVATIONS INC [MBII]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
262 HARBOR DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2018

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 See Footnote (1)

STAMFORD, CT 06902

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

(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 | (D) | Price |
| Common Stock | 08/06/2018 | | S | | 10,000 | D | \$ 2.05 |
| | | | | | | | 10,338,247 |
| | | | | | | I | |
| | | | | | | | See Footnotes (1) (2) (3) |
| Common Stock | 08/07/2018 | | S | | 15,000 | D | \$ 1.96 |
| | | | | | | | 10,323,247 |
| | | | | | | I | |
| | | | | | | | See Footnotes (1) (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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| ARDSLEY ADVISORY PARTNERS 262 HARBOR DRIVE STAMFORD, CT 06902 | | X | | See Footnote (1) |
| ARDSLEY PARTNERS I 262 HARBOR DRIVE STAMFORD, CT 06902 | | | | See Footnote (1) |
| HEMPLEMAN PHILIP J 262 HARBOR DRIVE STAMFORD, CT 06902 | | | | See Footnote (1) |
| Ardsley Partners Renewable Energy Fund, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902 | | | | See Footnote (1) |
| Ardsley Partners Fund II, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902 | | | | See Footnote (1) |
| Ardsley Partners Advanced Healthcare Fund, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902 | | | | See Footnote (1) |
| Ardsley Duckdive Fund, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902 | | | | See Footnote (1) |

Signatures

/s/ Steve Napoli,
Partner

08/13/2018

 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).

This Form 4 is being filed by Ardsley Advisory Partners (the "Advisor") on behalf of itself and Ardsley Partners I (the "General Partner"), Ardsley Partners Renewable Energy Fund, L.P. (the "Renewable Energy Fund"), Ardsley Partners Advanced Healthcare Fund, L.P. (the "Advanced Healthcare Fund"), Ardsley Partners Fund II, L.P. (the "Fund II"), Ardsley Duckdive Fund, L.P. (the "Duckdive Fund"), and

- (1) Philip J. Hempleman ("Hempleman" and, together with the Advisor, the General Partner, the Renewable Energy Fund, the Advanced Healthcare Fund, the Fund II and the Duckdive Fund, the "Reporting Persons"). The General Partner serves as general partner to the Renewable Energy Fund, the Advanced Healthcare Fund and the Fund II. Hempleman is the Managing Partner of the Advisor and the General Partner and serves as the general partner to the Duckdive Fund.

In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by the Reporting Persons is reported herein. Each of the General Partner, the Advisor and Hempleman, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the General Partner and the Advisor are the beneficial owner of such securities for purposes of Section 16 or for any other purposes. (Footnote (2) continued in Footnote (3)).

- (2) 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the General Partner and the Advisor are the beneficial owner of such securities for purposes of Section 16 or for any other purposes. (Footnote (2) continued in Footnote (3)).
- (3) (Footnote (3) continued from Footnote (2)). Hempleman is the Managing Partner of the General Partner and the Advisor and serves as the general partner to the Duckdive Fund and disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that Hempleman is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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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