

MARRONE BIO INNOVATIONS INC
 Form 3
 December 28, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Johnson Timothy B | | (Month/Day/Year) | MARRONE BIO INNOVATIONS INC [MBII] | |
| (Last) | (First) | (Middle) | 12/17/2015 | |
| C/O MARRONE BIO INNOVATIONS, INC.,Â 1540 DREW AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | VP Field Development Technical | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| DAVIS,Â CAÂ 95618 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | Security | Direct (D) |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|--------|-----------|----------------------------------|---|
| Stock Option (Right to Buy) | Â (1) | 01/23/2021 | Common Stock | 2,559 | \$ 1.1926 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 12/14/2021 | Common Stock | 3,186 | \$ 1.1423 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 08/02/2023 | Common Stock | 1,274 | \$ 12 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 09/27/2023 | Common Stock | 33,333 | \$ 18.01 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 09/23/2024 | Common Stock | 6,000 | \$ 2.87 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|---|---------------|-----------|----------------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| Johnson Timothy B C/O MARRONE BIO INNOVATIONS, INC. 1540 DREW AVENUE DAVIS, CA 95618 | Â | Â | Â VP Field Development Technical | Â | |

Signatures

/s/ Linda V. Moore, as attorney
in-fact 12/28/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The original option for 9,559 shares vested with respect to 1/4th of the total shares subject to the option on the first anniversary of the
- (1) vesting commencement date of January 1, 2012, and with respect to 1/48th of the total shares subject to the option monthly thereafter for 36 months. 7,000 shares subject to the original option have been issued upon prior exercises.
 - (2) The option vests with respect to 1/60th of the total shares subject to the option on the vesting commencement date of December 1, 2011, and with respect to 1/60th of the total shares subject to the option monthly thereafter.
 - (3) The option vests with respect to 1/4th of the total shares subject to the option on the first anniversary of the vesting commencement date of August 2, 2013, and with respect to 1/48th of the total shares subject to the option monthly thereafter for 36 months.
 - (4) The option vests with respect to 1/4th of the total shares subject to the option on the first anniversary of the vesting commencement date of September 27, 2013, and with respect to 1/48th of the total shares subject to the option monthly thereafter for 36 months.
 - (5) The option vests with respect to 100% of the total shares subject to the option on December 31, 2015.

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Remarks:
 No securities are beneficially owned. Exhibit list: Exhibit 24 Power of Attorney

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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