

Olivier de Vezin Edmund Martin

Form 3

February 21, 2012

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *Â Olivier de Vezin Edmund
Martin

(Last) (First) (Middle)

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

(Street)

THOUSAND
OAKS,Â CAÂ 91320

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/21/20123. Issuer Name **and** Ticker or Trading Symbol
Ceres, Inc. [CERE]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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**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)

Common Stock

6,666

D

Â

Common Stock

221,111

I ⁽¹⁾By Oxford Bioscience
Management Partners IIReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	445,532 (2)	\$ 0	I (3)	By Oxford Bioscience Partners II LP
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	83,332 (2)	\$ 0	I (4)	By Oxford Bioscience Partners Adjunct II LP
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	304,466 (2)	\$ 0	I (5)	By Oxford Bioscience Partners Bermuda II Limited Partnership
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	171,486 (2)	\$ 0	I (3)	By Oxford Bioscience Partners II LP
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	33,333 (2)	\$ 0	I (4)	By Oxford Bioscience Partners Adjunct II LP
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	128,514 (2)	\$ 0	I (5)	By Oxford Bioscience Partners Bermuda II Limited Partnership
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	97,093 (2)	\$ 0	I (3)	By Oxford Bioscience Partners II LP
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	56,847 (2)	\$ 0	I (6)	By Oxford Bioscience Partners GS-Adjunct II LP
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	25,189 (2)	\$ 0	I (4)	By Oxford Bioscience Partners Adjunct II LP
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	72,762 (2)	\$ 0	I (5)	By Oxford Bioscience Partners Bermuda

Series C-1 Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	66,276 (2)	\$ 0	I (3)	II Limited Partnership By Oxford Bioscience Partners II LP
Series C-1 Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	38,803 (2)	\$ 0	I (6)	By Oxford Bioscience Partners GS-Adjunct II LP
Series C-1 Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	17,194 (2)	\$ 0	I (4)	By Oxford Bioscience Partners Adjunct II LP
Series C-1 Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	49,668 (2)	\$ 0	I (5)	By Oxford Bioscience Partners Bermuda II Limited Partnership
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	12,946 (2)	\$ 0	I (3)	By Oxford Bioscience Partners II LP
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	7,579 (2)	\$ 0	I (6)	By Oxford Bioscience Partners GS-Adjunct II LP
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	3,358 (2)	\$ 0	I (4)	By Oxford Bioscience Partners Adjunct II LP
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	9,702 (2)	\$ 0	I (5)	By Oxford Bioscience Partners Bermuda II Limited Partnership

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olivier de Vezin Edmund Martin C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	Â X	Â X	Â	Â

Signatures

/s/ Wilfriede van Assche, Attorney-in-Fact for Edmund Martin Olivier de Vezin

02/08/2012

__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).
- (1) The reporting person is one of the general partners of Oxford Bioscience Management Partners II. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.
Each share of each series of preferred stock is convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election,
(2) and has no expiration date. Each share of each series of preferred stock will automatically convert upon the closing of the Issuer's initial public offering.
- (3) The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.
The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners
(4) Adjunct II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.
- (5) The reporting person is one of the general partners of OBP Management Bermuda II LP, which is the general partner of Oxford Bioscience Partners Bermuda II Limited Partnership. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.
- (6) The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners GS-Adjunct II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

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Remarks:

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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