

Ceres, Inc.  
Form 8-A12B  
February 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Ceres, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**1535 Rancho Conejo Boulevard, Thousand Oaks, California**  
(Address of principal executive offices)

**33-0727287**  
(I.R.S. Employer Identification No.)

**91320**  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

**Common Stock, \$0.01 par value per share**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-174405 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Not applicable

(Title of class)

Not applicable

(Title of class)

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the common stock, par value \$0.01 per share (the "Common Stock") of Ceres, Inc. (the "Registrant") to be registered hereunder is set forth under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (Registration No. 333-174405) as originally filed with the Securities and Exchange Commission (the "Commission") on May 23, 2011, and as subsequently amended (the "S-1 Registration Statement"), and in the prospectus included in the S-1 Registration Statement and is hereby incorporated by reference. Any form of prospectus subsequently filed by the Registrant pursuant to

Rule 424(b) under the Securities Act of 1933, as amended, which includes a description of the Common Stock to be registered hereunder shall be deemed to be incorporated by reference into this registration statement on Form 8-A.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

February 3, 2012

(Registrant) Ceres, Inc.

Date 2/3/2012

By /s/ Richard Hamilton  
Name: Richard Hamilton  
President and Chief Executive Officer