

MARRONE BIO INNOVATIONS INC  
 Form 3  
 August 01, 2013

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

OMB APPROVAL

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**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 * MARRONE Pamela G (Last) (First) (Middle)  C/O MARRONE BIO INNOVATIONS, INC., 2121 SECOND STREET, SUITE A-107 (Street)  DAVIS, CA 95618 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2013	3. Issuer Name and Ticker or Trading Symbol MARRONE BIO INNOVATIONS INC [MBII]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO and President	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	712,375	D	À
Common Stock	47,898	I	Jointly with Spouse
Common Stock	5,753	I	By Trust <sup>(1)</sup>

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)**

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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			
Stock Option (Right to Buy)	Â (2)	05/01/2017	Common Stock	53,378	\$ 0.47	D	Â
Stock Option (Right to Buy)	Â (3)	10/22/2018	Common Stock	47,794	\$ 1.19	D	Â
Stock Option (Right to Buy)	Â (4)	01/28/2019	Common Stock	9,559	\$ 1.19	D	Â
Stock Option (Right to Buy)	Â (5)	01/11/2020	Common Stock	4,779	\$ 1.19	D	Â
Stock Option (Right to Buy)	Â (6)	01/24/2021	Common Stock	19,092	\$ 1.19	D	Â
Stock Option (Right to Buy)	Â (7)	01/24/2021	Common Stock	31,863	\$ 1.19	D	Â
Stock Option (Right to Buy)	Â (8)	12/15/2021	Common Stock	31,863	\$ 1.41	D	Â
Stock Option (Right to Buy)	Â (9)	02/20/2022	Common Stock	15,390	\$ 3.11	D	Â
Stock Option (Right to Buy)	Â (10)	10/18/2022	Common Stock	63,726	\$ 12.08	D	Â
Convertible Promissory Note	Â (11)	Â (11)	Common Stock	\$ 25,000 (11)	\$ (11)	I	Jointly with Spouse
Convertible Promissory Note	Â (11)	Â (11)	Common Stock	\$ 5,049 (11)	\$ (11)	I	By Trust (1)
Convertible Promissory Note	Â (12)	Â (12)	Common Stock	\$ 15,000 (12)	\$ (12)	I	Jointly with Spouse

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marrone Pamela G C/O MARRONE BIO INNOVATIONS, INC. 2121 SECOND STREET, SUITE A-107 DAVIS, CA 95618	Â X	Â	Â CEO and President	Â

## Signatures

/s/ Donald J. Glidewell, Donald J. Glidewell,  
Attorney-in-Fact

08/01/2013

\_\_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) Ownership is held by Florence H. Marrone TOD Pamela G. Marrone.
- (2) The option vested with respect to 1/4th of the total shares subject to the option on the first anniversary of the vesting commencement date of May 1, 2007, and 1/48th of the total shares subject to the option monthly thereafter for 36 months.
- (3) The option vested with respect to 1/4th of the total shares subject to the option on the first anniversary of the vesting commencement date of November 1, 2008, and 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 January 1, 2009, and 1/48th of the total shares subject to the option monthly thereafter for 36 months.
- (5) The option vested with respect to 100% of the total shares subject to the option on the vesting commencement date of January 1, 2010.
- (6) The option vested with respect to 100% of the total shares subject to the option on the vesting commencement date of January 1, 2011.
- (7) The options vest with respect to 1/4th of the total shares subject to the option on the first anniversary of the vesting commencement date of January 1, 2011, and 1/48th of the total shares subject to the options monthly thereafter for 36 months.
- (8) The options vest with respect to 1/60th of the total shares subject to the option one month after the vesting commencement date of November 1, 2011, and 1/60th of the total shares subject to the option monthly thereafter for 36 months.
- (9) The options vested with respect to 100% of the total shares subject to the option on the vesting commencement date of February 20, 2012.
- (10) The option vests with respect to 1/4th of the total shares subject to the option on October 18, 2013, and 1/48th of the total shares subject to the option monthly thereafter for 36 months.
- (11) Lists original principal under the convertible promissory note as of March 16, 2012, the date of purchase. Upon completion of the Issuer's initial public offering, such principal, plus all accrued interest, will automatically convert into common stock at a price per share equal to 70% of the price per share in the Issuer's initial public offering.
- (12) Lists original principal under the convertible promissory note as of May 28, 2013, the date of purchase. Upon completion of the Issuer's initial public offering, such principal, plus all accrued interest, will automatically convert into common stock at a price per share equal to 70% of the price per share in the Issuer's initial public offering.

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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