

Krieger David Benjamin  
 Form 4  
 February 23, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 Krieger David Benjamin

(Last) (First) (Middle)

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

(Street)

THOUSAND OAKS, CA 91320

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Ceres, Inc. [CERE]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/21/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Subordinated Promissory Note	\$ 10.4	02/21/2012		\$ 1,592,400	J				(1)	(1)	Common Stock	153,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krieger David Benjamin C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	X			

## Signatures

/s/ Timothy J. Curt, Attorney-in-Fact for David Benjamin  
Krieger 02/23/2012

\*\*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).
- (1) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), in connection with an August 2011 financing. The Convertible Note is automatically convertible into shares of Common Stock upon the closing of the Issuer's initial public offering at a price per share equal to the public offering price with a 20% discount. Since the public offering price was \$13.00, the price per share is \$10.40. The offering price was determined on February 21, 2012, at which time the Convertible Note became a derivative security.
- (2) Mr. Krieger, a director of the Issuer, is a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which is the manager of WP IX. Mr. Krieger is also a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), which is the managing member of Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), which is the sole member of Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), which is the general partner of WP IX. Messrs. Charles R. Kaye and Joseph P. Landy are the Co-Presidents and Managing Members of WP LLC and the Managing General Partners of WP and may be deemed to control WP IX, WP IX GP, WP Partners, WP and WP LLC.
- (3) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP IX GP, WP Partners, WP, WP LLC and Messrs. Kaye, Landy and Krieger may be deemed to be the beneficial owners and have an indirect pecuniary interest in an indeterminate portion of the securities of the Issuer that may be deemed to be beneficially owned by WP IX. Each of WP IX GP, WP Partners, WP, WP LLC and Messrs. Kaye, Landy and Krieger disclaims beneficial ownership of such securities that may be deemed to be beneficially owned by WP IX, except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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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