

Landy Joseph P.
Form 4
February 28, 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 *
Warburg Pincus Private Equity IX, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2012

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)

See Remark **

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 02/27/2012 | | C | | 2,307,692 | A (1) | 2,307,692 | D (2) (3) |
| Common Stock | 02/27/2012 | | C | | 153,115 | A (4) | 2,460,807 | D (2) (3) |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Securities (Instr. 3 and 4) |
| Series F Convertible Preferred Stock | (1) | 02/27/2012 | | C | 6,923,078 | (1) | (1) | Common Stock | 2,300 |
| Convertible Subordinated Promissory Note | \$ 10.4 | 02/27/2012 | | C | \$ 1,592,400 | (4) | (4) | Common Stock | 153 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | See Remark ** |
| Warburg Pincus IX LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | See Remark ** |
| Warburg Pincus Partners LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | See Remark ** |
| WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK NY, NY 100173147 | X | X | | See Remark ** |
| WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

| | |
|--|------------|
| /s/ Scott A. Arenare, Partner of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC, the sole member of Warburg Pincus IX LLC, the general partner of Warburg Pincus Private Equity IX, L.P. | 02/28/2012 |
| __Signature of Reporting Person | Date |
| /s/ Scott A. Arenare, Partner of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC, the sole member of Warburg Pincus IX LLC | 02/28/2012 |
| __Signature of Reporting Person | Date |
| /s/ Scott A. Arenare, Partner of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC | 02/28/2012 |
| __Signature of Reporting Person | Date |
| /s/ Scott A. Arenare, Partner of Warburg Pincus & Co. | 02/28/2012 |
| __Signature of Reporting Person | Date |
| /s/ Scott A. Arenare, Managing Director of Warburg Pincus LLC | 02/28/2012 |
| __Signature of Reporting Person | Date |
| /s/ Scott A. Arenare, as attorney-in-fact for Charles R. Kaye * | 02/28/2012 |
| __Signature of Reporting Person | Date |
| /s/ Scott A. Arenare, as attorney-in-fact for Joseph P. Landy * | 02/28/2012 |
| __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 6,923,078 shares of Series F Convertible Preferred stock of Ceres, Inc., a Delaware corporation (the "Issuer"), were held by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), and automatically converted upon the closing of the Issuer's initial public offering on a one-for-one-third basis into 2,307,692 shares of common stock, par value \$0.01 (the "Common Stock"), of the Issuer.
- (2) Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), is the general partner of WP IX. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX GP. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP IX. Charles R. Kaye and Joseph P. Landy are the Managing General Partners of WP and the Co-Presidents and Managing Members of WP LLC and may be deemed to control WP IX, WP IX GP, WP Partners, WP and WP LLC (together with Messrs. Kaye and Landy, the "Warburg Pincus Reporting Persons").
- (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 and Landy may be deemed to be beneficial owners of the Common Stock of the Issuer held by WP IX. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than WP IX, herein states that this Form 4 shall not be deemed an admission that it or he is the beneficial owner of any of the Common Stock or any other securities of the Issuer reported in this Form 4. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of such

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securities, except to the extent it or he has a pecuniary interest in such securities.

- (4) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by WP IX in connection with an August 2011 financing. The Convertible Note automatically converted into 153,115 shares of Common Stock upon the closing of the Issuer's initial public offering ("IPO") 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 was \$10.40.

Remarks:

* Powers of Attorney given by Messrs. Kaye and Landy were previously filed with the U.S. Securities and Exchange Commi

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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