

ARTAL LUXEMBOURG S A
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 *
ARTAL LUXEMBOURG S A

(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)
02/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | | 98,369 | A | Ⓛ 98,369 |
| Common Stock | 02/27/2012 | | C | | 333,333 | A | Ⓛ 431,702 |
| Common Stock | 02/27/2012 | | C | | 1,423,856 | A | Ⓛ 1,855,558 |
| Common Stock | 02/27/2012 | | C | | 184,048 | A | Ⓛ 2,039,606 |
| Common Stock | 02/27/2012 | | C | | 47,054 | A | Ⓛ 2,086,660 |

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| | | | | | | | | |
|--------------|------------|--|---|---------|---|-------|-----------|-------|
| Common Stock | 02/27/2012 | | C | 189,506 | A | (1) | 2,276,166 | D (2) |
| Common Stock | 02/27/2012 | | C | 453,846 | A | (1) | 2,730,012 | D (2) |
| Common Stock | 02/27/2012 | | C | 480,769 | A | (3) | 3,210,781 | D (2) |
| Common Stock | 02/27/2012 | | P | 846,154 | A | \$ 13 | 4,056,935 | D (2) |

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

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.

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Series A Convertible Preferred Stock | (1) | 02/27/2012 | | C | 295,107 | (1) (1) | Common Stock 98, |
| Series B Convertible Preferred Stock | (1) | 02/27/2012 | | C | 1,000,000 | (1) (1) | Common Stock 333 |
| Series C Convertible Preferred Stock | (1) | 02/27/2012 | | C | 4,271,572 | (1) (1) | Common Stock 1,42, |
| Series C-1 Convertible Preferred Stock | (1) | 02/27/2012 | | C | 552,145 | (1) (1) | Common Stock 184 |
| Series D Convertible Preferred Stock | (1) | 02/27/2012 | | C | 141,166 | (1) (1) | Common Stock 47, |

| | | | | | | | | |
|---|---------|------------|---|-----------------|-----|-----|-----------------|-----|
| Series F Convertible Preferred Stock | (1) | 02/27/2012 | C | 568,518 | (1) | (1) | Common Stock | 189 |
| Series G Convertible Preferred Stock | (1) | 02/27/2012 | C | 1,361,538 | (1) | (1) | Common Stock | 453 |
| Convertible Subordinated Promissory Note | \$ 10.4 | 02/27/2012 | C | \$ 5,000,000 | (3) | (3) | Common Stock | 480 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARTAL LUXEMBOURG S A C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| ARTAL INTERNATIONAL SCA C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| ARTAL GROUP S A C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| WESTEND SA C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |
| Stichting Administratiekantoor Westend C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Paul Kuc, Attorney-in-Fact for Artal Luxembourg S.A. | 02/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Paul Kuc, Attorney-in-Fact for Artal International S.C.A. | 02/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Paul Kuc, Attorney-in-Fact for Artal Group S.A. | 02/28/2012 |

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| /s/ Paul Kuc, Attorney-in-Fact for Westend S.A. | 02/28/2012 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Paul Kuc, Attorney-in-Fact for Stichting Administratiekantoor Westend | 02/28/2012 |
| <u>Signature of Reporting Person</u> | 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) Each share of each series of preferred stock was convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election, and each share of each series of preferred stock automatically converted upon the closing of the Issuer's initial public offering. The shares of each series of preferred stock had no expiration date.
 - (2) Artal Luxembourg S.A. is a wholly-owned subsidiary of Artal International S.C.A., which is a wholly-owned subsidiary of Artal Group S.A., which is a wholly-owned subsidiary of Westend S.A., which is a wholly-owned subsidiary of Stichting Administratiekantoor Westend. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or her pecuniary interest therein, if any.
 - (3) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by the reporting person in connection with an August 2011 financing. The Convertible Note automatically converted 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 conversion price per share is \$10.40.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.