

MARRONE BIO INNOVATIONS INC  
Form SC 13G/A  
January 26, 2018

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

**Marrone Bio Innovations, Inc.**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

**57165B106**

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)

oRule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

CUSIP No. 57165B106 13G/A Page 2 of 13 Pages

names of reporting persons

i.r.s. identification no. of above persons  
(entities only)

1.

**Ardley Advisory Partners**

2. check the appropriate box if a group\* (a)  x  
(b)  o  
sec use only

3.

citizenship or place of organization

4. **New York, United States of America**

number of shares beneficially owned by each reporting person with:	5. sole voting power	0
	6. shared voting power	3,681,580
	7. sole dispositive power	0
	8. shared dispositive power	3,681,580
9. aggregate amount beneficially owned by each reporting person		3,681,580
10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)		<input type="checkbox"/> o
11. percent of class represented by amount in row (9)		11.74%
12. type of reporting person (See Instructions)		PN, IA

CUSIP No. 57165B106 13G/A Page 3 of 13 Pages

names of reporting persons

i.r.s. identification no. of above persons  
(entities only)

1.

**Philip J. Hempleman**

2. check the appropriate box if a group\* (a)  x  
(b)  o  
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:	5. sole voting power	0
	6. shared voting power	3,681,580
	7. sole dispositive power	0
	8. shared dispositive power	3,681,580
9. aggregate amount beneficially owned by each reporting person		3,681,580
10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)		<input type="checkbox"/> o
11. percent of class represented by amount in row (9)		11.74%
12. type of reporting person (See Instructions)		IN

CUSIP No. 57165B106 13G/A Page 4 of 13 Pages

names of reporting persons

i.r.s. identification no. of above persons  
(entities only)

1.

**Ardley Partners I**

2. check the appropriate box if a group\* (a)  x  
(b)  o  
sec use only

3.

citizenship or place of organization

4. **New York, United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	3,631,580
	7. sole dispositive power	0
	8. shared dispositive power	3,631,580
9.	aggregate amount beneficially owned by each reporting person	3,631,580
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	11.58%
12.	type of reporting person (See Instructions)	PN

CUSIP No. 57165B106 13G/A Page 5 of 13 Pages

names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

**Ardley Partners Fund II, L.P.**

2. check the appropriate box if a group\* (a)  (b)   
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	595,300
7. sole dispositive power	0
8. shared dispositive power	595,300

9. aggregate amount beneficially owned by each reporting person 595,300

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 1.90%

12. type of reporting person (See Instructions) PN

CUSIP No. 57165B106 13G/A Page 6 of 13 Pages

names of reporting persons

i.r.s. identification no. of above persons  
(entities only)

1.

**Ardley Partners Advanced  
Healthcare Fund, L.P.**

2. check the appropriate box if a (a)  x  
group\* (b)  o  
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares beneficially owned by each reporting person with:	5. sole voting power	0
	6. shared voting power	1,189,700
	7. sole dispositive power	0
	8. shared dispositive power	1,189,700
9.	aggregate amount beneficially owned by each reporting person	1,189,700
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	3.79%
12.	type of reporting person (See Instructions)	PN

CUSIP No. 57165B106 13G/A Page 7 of 13 Pages

names of reporting persons

i.r.s. identification no. of above persons  
(entities only)

1.

**Ardley Partners Renewable Energy Fund, L.P.**

2. check the appropriate box if a group\* (a)  (b)   
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares beneficially owned by each reporting person with:	5. sole voting power	0
	6. shared voting power	1,846,580
	7. sole dispositive power	0
	8. shared dispositive power	1,846,580
9.	aggregate amount beneficially owned by each reporting person	1,846,580
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/>
11.	percent of class represented by amount in row (9)	5.89%
12.	type of reporting person (See Instructions)	PN



CUSIP No. 57165B106 13G/A Page 8 of 13 Pages

names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

**Ardsley Duckdive Fund, L.P.**

2. check the appropriate box if a group\* (a)  x  
(b)  o  
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	50,000
	7. sole dispositive power	0
	8. shared dispositive power	50,000
9.	aggregate amount beneficially owned by each reporting person	50,000
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	0.16%
12.	type of reporting person (See Instructions)	PN

CUSIP No. 57165B106 13G/A Page 9 of 13 Pages

**Item 1.**

(a) Name of Issuer: **Marrone Bio  
Innovations, Inc.**  
1540 Drew Avenue  
(b) Address of  
Issuer's Principal  
Executive Offices: **Davis, California  
95618**

**Item 2.**

**This Schedule 13G/A  
(the "Schedule") is being  
filed with respect to  
shares of Common  
Stock (as defined  
below) of Marrone  
Bio Innovations, Inc.  
(the "Issuer") which are  
beneficially owned by  
Ardsley Advisory  
Partners (the  
"Advisor"), Ardsley  
Partners I (the  
"General Partner"),  
Phillip J. Hempleman  
(a) Name of Person ("Hempleman"),  
Filing: **Ardsley Partners  
Fund II, L.P. (the  
"Fund II"), Ardsley  
Partners Advanced  
Healthcare Fund, L.P.  
(the "Healthcare  
Fund"), Ardsley  
Partners Renewable  
Energy Fund (the  
"Renewable Energy  
Fund") and Ardsley  
Duckdive Fund, L.P.  
(the "Duckdive Fund")  
(together, the  
"Reporting Persons").  
See Item 4 below.****

(b) Address of  
Principal Business  
Office or, if none,  
Residence: **262 Harbor Drive  
Stamford, CT 06902**

(c) Citizenship:

**The Fund II, the  
Advanced Healthcare  
Fund, the Renewable  
Energy Fund and the  
Duckdiver Fund are  
Delaware limited  
partnerships. The  
Advisor and the  
General Partner are  
New York general  
partnerships.  
Hempleman is a  
United States Citizen.**

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: **57165B106**

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP No. 57165B106 13G/A Page 10 of 13 Pages

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The Information required by Items 4(a) - (c) is set forth in Rows 5-11 of the cover page for each Reporting Person hereto and is incorporated by reference for each Reporting Person. The percentage ownership of the Reporting Persons is based on the 31,350,877 outstanding shares of Common Stock of the Issuer, as disclosed on the Issuer's 10-Q filed with the SEC on November 14, 2017.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 2

**Item 9. Notice of Dissolution of Group.**

Not applicable.

CUSIP No. 57165B106 13G/A Page 11 of 13 Pages

**Item 10. Certification.**

The following certification shall be included if the statement is filed pursuant to §240.13d-1(b) with respect to Ardsley Advisory Partners:

- (a) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c) with respect to Ardsley Partners I:

- (b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c) with respect to Philip J Hempleman :

- (c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c) with respect to Ardsley Partners II Fund, L.P.:

- (d) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

- (e)

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c) with respect to Ardsley Partners Advanced Healthcare Fund, L.P. :