

Landy Joseph P.
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 *
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)

02/21/2012

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)

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 Indirect 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 Security (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	J	\$ 1,592,400					<u>(1)</u>	<u>(1)</u>	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

_____, 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.

02/23/2012

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__Signature of Reporting Person	Date
_____, Partner of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC, the sole member of Warburg Pincus IX LLC	02/23/2012
_____, Partner of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC	02/23/2012
_____, Partner of Warburg Pincus & Co.	02/23/2012
_____, Managing Director of Warburg Pincus LLC	02/23/2012
_____, as attorney-in-fact for Charles R. Kaye *	02/23/2012
_____, as attorney-in-fact for Joseph P. Landy *	02/23/2012

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") of Ceres, Inc., a Delaware corporation (the "Issuer"), is held by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), and is automatically convertible, subject to the terms and conditions set forth therein, into the Issuer's common stock, par value \$0.01 (the "Common Stock"), upon the consummation of a qualified initial public offering ("IPO") of the Common Stock at a price per share equal to 20% discount from the public offering price. 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) 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 Convertible Note 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 securities, except to the extent it or he has a pecuniary interest in such securities.

Remarks:

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

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.