

Smith Dana C
 Form 3
 February 21, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Ambergate Trust		(Month/Day/Year)	Ceres, Inc. [CERE]	
(Last)	(First)	(Middle)	02/21/2012	
C/O CERES, INC., Â 1535 RANCHO CONEJO BOULEVARD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner		
	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input type="checkbox"/> Form filed by One Reporting Person	
THOUSAND OAKS, Â CA Â 91320			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	211,111	D ⁽¹⁾	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	474,333 (2)	\$ 0	D (1)	Â
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	359,000 (2)	\$ 0	D (1) (3)	Â
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	213,332 (2)	\$ 0	D (1)	Â
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	91,205 (2)	\$ 0	D (1)	Â
Series C-1 Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	139,425 (2)	\$ 0	D (1)	Â
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	11,000 (2)	\$ 0	D (1)	Â
Series F Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	102,666 (2)	\$ 0	D (1)	Â
Series G Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	433,333 (2)	\$ 0	D (1)	Â
Series F Common Stock Warrants	Â (4)	Â (4)	Common Stock	20,533	\$ 19.5	D (1)	Â
Series G Common Stock Warrants	Â (5)	Â (5)	Common Stock	433,333	\$ 19.5	D (1)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ambergate Trust C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	Â	Â X	Â	Â
Lynda De Logi Trust C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	Â	Â X	Â	Â
Rothschild Trust Guernsey Ltd (Ambergate) C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	Â	Â X	Â	Â
Carlson Robert W Jr. C/O CERES, INC.	Â	Â X	Â	Â

1535 RANCHO CONEJO BOULEVARD
THOUSAND OAKS, CA 91320

Smith Dana C

C/O CERES, INC.

1535 RANCHO CONEJO BOULEVARD
THOUSAND OAKS, CA 91320

^ ^ X ^ ^

Signatures

/s/ Wilfriede van Assche,
Attorney-in-Fact for The Ambergate Trust 02/08/2012

**Signature of Reporting Person Date

/s/ Wilfriede van Assche,
Attorney-in-Fact for Rothschild Trust Guernsey Limited (Ambergate) 02/08/2012

**Signature of Reporting Person Date

/s/ Wilfriede van Assche,
Attorney-in-Fact for The Lynda De Logi Trust 02/08/2012

**Signature of Reporting Person Date

/s/ Wilfriede van Assche,
Attorney-in-Fact for Dana C. Smith 02/08/2012

**Signature of Reporting Person Date

/s/ Wilfriede van Assche,
Attorney-in-Fact for Robert W. Carlson, Jr. 02/08/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Rothschild Trust Guernsey Ltd ("Rothschild") is the trustee for the Ambergate Trust and has full investment and voting authority over the shares held in the Ambergate Trust. Pursuant to a voting agreement, Rothschild also has the authority to vote the shares held in the Lynda De Logi Trust. Robert W. Carlson, Jr. and Dana C. Smith are the trustees for the Lynda De Logi Trust, and Mr. Carlson and Ms. Smith have full investment authority over the shares held in the Lynda De Logi Trust. Unless otherwise stated, the securities reported herein are held directly by the Ambergate Trust. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or her pecuniary interest therein, if any.

(2) Each share of each series of preferred stock is convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election, and has no expiration date. Each share of each series of preferred stock will automatically convert upon the closing of the Issuer's initial public offering.

(3) The Lynda De Logi Trust directly holds these securities.

(4) The Series F Common Stock Warrants are exercisable at any time, at the holder's election. The Series F Common Stock Warrants expire on the earlier of September 4, 2015, and the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(5) The Series G Common Stock Warrants are exercisable at any time, at the holder's election. The Series G Common Stock Warrants expire on the earlier of June 24, 2020, and the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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Remarks:

Signatures

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Exhibit List: Exhibit 24 - Power of Attorney

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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