

FLEMING JONATHAN  
 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)

<p>1. Name and Address of Reporting Person *</p> <p>OXFORD BIOSCIENCE PARTNERS II L P</p> <p>(Last) (First) (Middle)</p> <p>C/O CERES, INC., 1535 RANCHO CONEJO BOULEVARD</p> <p>(Street)</p> <p>THOUSAND OAKS, CA 91320</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/21/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ceres, Inc. [CERE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	221,111	D (1) (2)	

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

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	445,532 (3)	\$ 0	D (1) (4)	Â
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	83,332 (3)	\$ 0	D (1) (5)	Â
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	304,466 (3)	\$ 0	D (1) (6)	Â
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	171,486 (3)	\$ 0	D (1) (4)	Â
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	33,333 (3)	\$ 0	D (1) (5)	Â
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	128,514 (3)	\$ 0	D (1) (6)	Â
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	97,093 (3)	\$ 0	D (1) (4)	Â
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	56,847 (3)	\$ 0	D (1) (7)	Â
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	25,189 (3)	\$ 0	D (1) (5)	Â
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	72,762 (3)	\$ 0	D (1) (6)	Â
Series C-1 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	66,276 (3)	\$ 0	D (1) (4)	Â
Series C-1 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	38,803 (3)	\$ 0	D (1) (7)	Â
Series C-1 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	17,194 (3)	\$ 0	D (1) (5)	Â
Series C-1 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	49,668 (3)	\$ 0	D (1) (6)	Â
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	12,946 (3)	\$ 0	D (1) (4)	Â
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	7,579 (3)	\$ 0	D (1) (7)	Â
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	3,358 (3)	\$ 0	D (1) (5)	Â
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	9,702 (3)	\$ 0	D (1) (6)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OXFORD BIOSCIENCE PARTNERS II L P C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
OXFORD BIOSCIENCE PARTNERS GS-ADJUNCT II LP C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
OXFORD BIOSCIENCE PARTNERS ADJUNCT II LP C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
Oxford Bioscience Management Partners II C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
OXFORD BIOSCIENCE PARTNERS BERMUDA II LIMITED PARTNERSHIP C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
OBP MANAGEMENT II LP C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
OBP MANAGEMENT BERMUDA II L P C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
WALTON ALAN G C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
RYAN CORNELIUS T C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^
FLEMING JONATHAN C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	^	^ X	^	^

## Signatures

/s/ Wilfriede van Assche, Attorney-in-Fact for Oxford Bioscience Partners II LP	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Oxford Bioscience Partners Adjunct II LP	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Oxford Bioscience Partners GS-Adjunct II LP	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Oxford Bioscience Partners Bermuda II Limited Partnership	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for OBP Management II LP	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for OBP Management Bermuda II LP	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Oxford Bioscience Management Partners II	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Alan G. Walton	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Cornelius T. Ryan	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Jonathan Fleming	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) Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or her pecuniary interest therein, if any.  
Oxford Bioscience Management Partners II directly holds these securities. Edmund Martin Olivier de Vezin, Alan G Walton, Cornelius T Ryan and Jonathan Fleming are general partners of and have investment authority over the securities in Oxford Bioscience Management Partners II.
  - (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) Oxford Bioscience Partners II LP directly holds these securities. Edmund Martin Olivier de Vezin, Alan G Walton, Cornelius T Ryan and Jonathan Fleming are the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners II LP.
  - (4) Oxford Bioscience Partners Adjunct II LP directly holds these securities. Edmund Martin Olivier de Vezin, Alan G Walton, Cornelius T Ryan and Jonathan Fleming are the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners Adjunct II LP.
  - (5) Oxford Bioscience Partners Bermuda II Limited Partnership directly holds these securities. Edmund Martin Olivier de Vezin, Alan G Walton, Cornelius T Ryan and Jonathan Fleming are the general partners of OBP Management Bermuda II LP, which is the general partner of Oxford Bioscience Partners Bermuda II Limited Partnership.
  - (6)
  - (7)

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Oxford Bioscience Partners GS-Adjunct II LP directly holds these securities. Edmund Martin Olivier de Vezin, Alan G Walton, Cornelius T Ryan and Jonathan Fleming are the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners GS-Adjunct II LP.

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### **Remarks:**

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ 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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