

Krieger David Benjamin  
 Form 3  
 February 21, 2012

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 * Krieger David Benjamin (Last) (First) (Middle)  C/O CERES, INC., 1535 RANCHO CONEJO BOULEVARD (Street)  THOUSAND OAKS, CA 91320 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/21/2012	3. Issuer Name and Ticker or Trading Symbol Ceres, Inc. [CERE]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
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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)  Date Exercisable    Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title    Amount or Number of	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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				Shares		or Indirect (1) (Instr. 5)	
Series F Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,307,692 (1)	\$ 0	I (2) (3)	By Warburg Pincus Private Equity IX, L.P.
Series F Common Stock Warrants	Â (4)	Â (4)	Common Stock	461,538	\$ 19.5	I (2) (3)	By Warburg Pincus Private Equity IX, L.P.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krieger David Benjamin C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	Â X	Â	Â	Â

## Signatures

/s/ David Benjamin  
Krieger

02/21/2012

\*\*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 share of each series of preferred stock is convertible at any time on a one-for-one-third 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.
- (2) Mr. Krieger, a director of the Issuer, is a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which is the manager of Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"). Mr. Krieger is also a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), which is the managing member of Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), which is the sole member of Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), which is the general partner of WP IX. Messrs. Charles R. Kaye and Joseph P. Landy are the Co-Presidents and Managing Members of WP LLC and the Managing General Partners of WP and may be deemed to control WP IX, WP IX GP, WP Partners, WP and WP LLC.
- (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, Landy and Krieger may be deemed to be the beneficial owners and have an indirect pecuniary interest in an indeterminate portion of the securities of the Issuer that may be deemed to be beneficially owned by WP IX. Each of WP IX GP, WP Partners, WP, WP LLC and Messrs. Kaye, Landy and Krieger disclaims beneficial ownership of such securities that may be deemed to be beneficially owned by WP IX, except to the extent of any pecuniary interest therein. This Form 3 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 3.
- (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.

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.