

Ceres, Inc.  
Form POS AM  
August 03, 2016

As filed with the Securities and Exchange Commission on August 3, 2016

Registration No. 333-206718

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

**Post-Effective Amendment No. 1**

**to**

**FORM S-1**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Ceres, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction of**

**100**  
**(Primary Standard Industrial**

**33-0727287**  
**(IRS employer**

**incorporation or organization)**                      **Classification Code Number)**                      **identification no.)**  
**Shawn Barnett**

**Chief Executive Officer and President**

**Ceres, Inc.**

**1535 Rancho Conejo Boulevard**

**Thousand Oaks, CA 91320**

**(805) 376-6500**

**(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)**

*copies to:*

**Jonathan A. Van Horn**

**Dorsey & Whitney LLP**

**50 S. Sixth Street, Suite 1500**

**Minneapolis, MN 55402**

**(612) 340-2600**

**Approximate date of commencement of proposed sale to the public:** Not Applicable. Removal from registration of securities that were not sold pursuant to the above referenced registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective Registration Statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the

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same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act ). (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement, No. 333-206718 (the Registration Statement ), originally filed by Ceres, Inc. on Form S-1 with the Securities and Exchange Commission on September 1, 2015 (as amended by Amendment No. 1 filed on September 29, 2015, Amendment No. 2 filed on November 25, 2015 and Amendment No. 3 filed on December 11, 2015). The Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister any and all securities that remain unsold under the Registration Statement.

On August 1, 2016, pursuant to an Agreement and Plan of Merger, dated as of June 16, 2016, by and among the Company, Land O Lakes, Inc., a cooperative corporation incorporated under the laws of Minnesota ( Parent ), and Roman Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent ( Merger Sub ), Merger Sub merged with and into the Company (the Merger ), with the Company surviving as a wholly owned subsidiary of Parent.

As a result of the Merger, any offering pursuant to the Registration Statement have been terminated. In accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thousand Oaks, State of California on the 3<sup>rd</sup> day of August, 2016.

**CERES, INC.**

By: /s/ Shawn Barnett

Name: Shawn Barnett

Title: Chief Executive Officer and President

Note: No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.