

MARRONE BIO INNOVATIONS INC

Form 4

August 09, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Bhatia Ranjeet

(Last) (First) (Middle)

C/O MARRONE BIO INNOVATIONS, INC., 2121 SECOND STREET, SUITE A-107

(Street)

DAVIS, CA 95618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MARRONE BIO INNOVATIONS INC [MBII]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2013

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)

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 (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/07/2013 | | C | | 20,502 | A | (1) | 20,502 | D | |
| Common Stock | 08/07/2013 | | C | | 201,599 | A | (2) | 1,089,059 | I | See Footnote (3) |
| Common Stock | 08/07/2013 | | X | | 23,809 | A | (4) | 1,112,868 | I | See Footnote (3) |
| Common | 08/07/2013 | | J(4) | | 16,667 | D | (4) | 1,096,201 | I | See |

| | | | | | | |
|-----------------|---------|---|--|--|--|------------------------|
| Stock | | | | | | Footnote (3) |
| Common Stock | 191,782 | I | | | | See Footnote (5) |

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

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.

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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Convertible Promissory Note | \$ 8.4 | 08/07/2013 | | C | \$ 172,218 (1) | (1) (1) | Common Stock 20 |
| Convertible Promissory Note | \$ 8.4 | 08/07/2013 | | C | \$ 1,693,434 (2) | (2) (2) | Common Stock 201 |
| Common Stock Warrant | \$ 8.4 | 08/07/2013 | | X | 23,809 (4) | (4) 06/14/2023 | Common Stock 23 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bhatia Ranjeet
C/O MARRONE BIO INNOVATIONS, INC.
2121 SECOND STREET, SUITE A-107
DAVIS, CA 95618

X

Signatures

/s/ Donald J. Glidewell, Donald J. Glidewell,
Attorney-in-Fact.

08/09/2013

**Signature of Reporting Person

Date

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) Principal and accrued interest of \$172,218 under a convertible promissory note automatically converted into common stock upon the completion of the Issuer's initial public offering at a rate of \$8.40 per share.
- (2) Principal and accrued interest of \$ 1,693,434 under a convertible promissory note automatically converted into common stock upon the completion of the Issuer's initial public offering at a rate of \$8.40 per share.

Securities held by Saffron Hill Ventures 2, L.P. Shawn Luetchens and Ranjeet Bhatia are Directors of Saffron Hill MGP2 Ltd, the

- (3) General Partner of Saffron Hill Ventures 2, L.P., and therefore may be deemed to share voting control and investment power over the securities held by Saffron Hill Ventures 2, L.P.

Immediately prior to the closing, the warrants automatically net exercised by their terms, which allowed the holder to pay the exercise price of the warrant by forfeiting a portion of the exercised warrant shares with a value equal to the aggregate exercise price, such that 7,142 shares were issued net.

Securities held by Saffron Hill Ventures, L.P. Shawn Luetchens and Ranjeet Bhatia are Directors of Saffron Hill MGP Ltd, the General

- (5) Partner of Saffron Hill Ventures, L.P., and therefore may be deemed to share voting control and investment power over the securities held by Saffron Hill Ventures, L.P.

- (6) Lists original principal under the convertible promissory note as of March 15, 2012, the date of purchase.

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.