

BioAmber Inc.
Form SC 13G/A
February 04, 2015

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

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)

BioAmber Inc.
(Name of Issuer)

Common Stock,
\$0.01 par value
per share
(Title of Class of
Securities)

09072Q106
(CUSIP Number)

December 31,
2014
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 8

Pages)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | |
|--|---|
| 1 | NAMES OF REPORTING PERSONS |
| | Arrowgrass Capital Partners (US) LP |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | |
| | Delaware |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | SOLE VOTING POWER |
| 5 | - 0 - SHARED VOTING POWER |
| 6 | 465,937 shares of Common Stock |
| 7 | 717,220 shares of Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER |
| 8 | - 0 - SHARED DISPOSITIVE POWER |
| | 465,937 shares of Common |

Stock

717,220 shares
of Common
Stock issuable
upon exercise
of warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

465,937 shares of
Common Stock

717,220 shares of
Common Stock
issuable upon exercise
of warrants

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

5.2%
TYPE OF
REPORTING
PERSON

12

IA, PN

| | |
|--|---|
| 1 | NAMES OF REPORTING PERSONS |
| | Arrowgrass Capital Services (US) Inc. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | |
| | Delaware |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | SOLE VOTING POWER |
| 5 | - 0 - SHARED VOTING POWER |
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(9)

5.2%
TYPE OF
REPORTING
PERSON

12

CO

Item 1(a). NAME OF ISSUER.

The name of the issuer is BioAmber Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 1250 Rene Levesque West, Suite 4110, Montreal, Quebec, Canada H3B 4W8.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

Arrowgrass Capital Partners (US) LP ("ACP"), a Delaware limited partnership, which serves as the investment (i) manager to Arrowgrass Master Fund, Ltd. (the "Arrowgrass Fund"), with respect to the shares of Common Stock (as defined below) directly held by the Arrowgrass Fund; and

(ii) Arrowgrass Capital Services (US) Inc. ("ACS"), a Delaware corporation, which serves as the general partner of ACP, with respect to the Common Stock directly held by the Arrowgrass Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 1330 Avenue of the Americas, 32nd Floor, New York, New York 10019.

Item 2(c). CITIZENSHIP:

ACP is a limited partnership organized under the laws of the State of Delaware. ACS is a corporation organized under the laws of the State of Delaware.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.01 par value per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

09072Q106

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with

(f) Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with

(g)

Rule 13d-1(b)(1)(ii)(G);

Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(h)

Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the

(i) Investment Company Act (15 U.S.C. 80a-3);

(j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution:

Item 4. OWNERSHIP.

A. Arrowgrass Capital Partners (US) LP

Amount beneficially owned:

(a) 465,937 shares of Common Stock

717,220 shares of Common Stock issuable upon exercise of Warrants

Percent of Class: 5.2%. The percentages used herein and in the rest of the Schedule 13G are calculated based upon 21,835,721 shares of Common Stock outstanding, which reflects the number of shares of Common Stock

(b) outstanding, as of November 12, 2014, as reported in the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2014, filed on November 12, 2014. In calculating the percentage of shares of Common Stock held by the Reporting Persons, we assumed the exercise of the reported warrants.

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(c) (i) Sole power to vote or direct the vote: -0-
Shared power to vote or direct the vote:

(ii) 465,937 shares of Common Stock

717,220 shares of Common Stock issuable upon exercise of Warrants

(iii) Sole power to dispose or direct the disposition: -0-
Shared power to dispose or direct the disposition:

(iv) 465,937 shares of Common Stock

717,220 shares of Common Stock issuable upon exercise of Warrants

B. Arrowgrass Capital Services (US) Inc.

Amount beneficially owned:

(a) 465,937 shares of Common Stock

717,220 shares of Common Stock issuable upon exercise of Warrants

(b) Percent of Class: 5.2%.

(c) (i) Sole power to vote or direct the vote: -0-
Shared power to vote or direct the vote:

(ii) 465,937 shares of Common Stock

717,220 shares of Common Stock issuable upon exercise of Warrants

(iii) Sole power to dispose or direct the disposition: -0-
Shared power to dispose or direct the disposition:

(iv) 465,937 shares of Common Stock

717,220 shares of Common Stock issuable upon exercise of Warrants

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 4, 2015

ARROWGRASS CAPITAL PARTNERS (US) LP

By: Arrowgrass Capital Service (US) Inc.,

Its General Partner

/s/ Michael Edwards

Name: Michael Edwards

Title: Director

ARROWGRASS CAPITAL SERVICES (US) INC.

/s/ Michael Edwards

Name: Michael Edwards

Title: Director