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KILEY THO	OMAS									
Form 4 February 28	2012									
February 28, 2012 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287	
Washington, D.C. 20549 Number: January Check this box if no longer subject to subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Expires: Stimated aver Section 16. SECURITIES Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated aver obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section section 17(a) of the Investment Company Act of 1940 1(b). (Print or Type Responses) Print or Type Responses) Section 17(a) of the Public Utility Holding Company Act of 1940										
1. Name and A KILEY THO	er Name and Inc. [CERI		Fradin	g	5. Relationship of Reporting Person(s) to Issuer					
	(First) (M 5, INC., 1535 RAN OULEVARD	(Month/	Date of Earliest Transaction Month/Day/Year) 2/27/2012				(Check all applicable) X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)	endment, Dat onth/Day/Year)	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
THOUSAN	D OAKS, CA 913	520					Person	viore trian One R	eporting	
(City)	(State) (Zip) Tab	ole I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactio Code) (Instr. 8)	Disposed (Instr. 3,	l (A) c l of (D 4 and (A) or)) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/27/2012		Code V C	Amount 5,128	(D) A	Price (<u>1)</u>	5,128	I	See footnote (2)	
Common Stock	02/27/2012		С	9,615	А	<u>(3)</u>	14,743	I	See footnote (2)	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series G Convertible Preferred Stock	<u>(1)</u>	02/27/2012		C	15,385	<u>(1)</u>	<u>(1)</u>	Common Stock	5,128
Convertible Subordinated Promissory Note	\$ 10.4	02/27/2012		С	\$ 100,000	(3)	<u>(3)</u>	Common Stock	9,615

Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other **KILEY THOMAS** C/O CERES. INC. Х 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 Signatures /s/ Paul Kuc, Attorney-in-Fact for Thomas 02/28/2012 Kiley **Signature of Reporting Person

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).
- Each share of each series of preferred stock was convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's (1) election, and each share of each series of preferred stock automatically converted upon the closing of the Issuer's initial public offering.

Date

- The shares of each series of preferred stock have no expiration date.
- (2) By The Kiley Revocable Trust.

The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by the reporting person in connection with an August 2011 financing. The Convertible Note automatically converted into shares of Common Stock upon the closing of the Issuer's

(3) initial public offering at a price per share equal to the public offering price with a 20% discount. Since the public offering price was \$13.00, the price per share is \$10.40.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

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