

Form

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=>4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Series F Convertible Preferred Stock	Â (1)	Â (1)	Common Stock (1)	2,307,692 \$ 0 (1)	D (2) (3)	Â
Series F Common Stock Warrants	Â (4)	09/04/2015	Common Stock	461,538 \$ 19.5	D (2) (3)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â X	Â X	Â	See Remark **
Warburg Pincus IX LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â X	Â X	Â	See Remark **
Warburg Pincus Partners LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â X	Â X	Â	See Remark **
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â X	Â X	Â	See Remark **

WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

Â Â X Â Â

KAYE CHARLES R  
C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

Â Â X Â Â

Landy Joseph P.  
C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

Â Â X Â Â

## Signatures

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., managing member of Warburg Pincus Partners LLC, sole member of Warburg Pincus IX LLC, general partner of Warburg Pincus Private Equity IX, L.P.

02/21/2012

\_\_Signature of Reporting Person

Date

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., managing member of Warburg Pincus Partners LLC, sole member of Warburg Pincus IX LLC

02/21/2012

\_\_Signature of Reporting Person

Date

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., managing member of Warburg Pincus Partners LLC

02/21/2012

\_\_Signature of Reporting Person

Date

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co.

02/21/2012

\_\_Signature of Reporting Person

Date

/s/ Scott A. Arenare, Managing Director of Warburg Pincus LLC

02/21/2012

\_\_Signature of Reporting Person

Date

/s/ Scott A. Arenare, as attorney-in-fact for Charles R. Kaye \*

02/21/2012

\_\_Signature of Reporting Person

Date

/s/ Scott A. Arenare, as attorney-in-fact for Joseph P. Landy \*

02/12/2012

\_\_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) The Series F Convertible Preferred Stock (the "Series F Preferred Stock") of Ceres, Inc., a Delaware corporation (the "Issuer"), is held by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), and is convertible at any time on a one-for-one-third basis into shares of common stock, par value \$0.01 per share (the "Common Stock"), at WP IX's election, and has no expiration date. The Series F Preferred Stock will automatically convert upon the closing of the initial public offering of the Issuer's Common Stock.

(2) Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), is the general partner of WP IX. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX GP. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP IX. Charles R. Kaye and Joseph P. Landy are the Managing General Partners of WP and the Co-Presidents and Managing Members of WP LLC and may be deemed to control WP IX, WP IX GP, WP Partners, WP and WP LLC (together with Messers. Kaye and Landy, the "Warburg Pincus Reporting Persons").

## Edgar Filing: - Form

- 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 and Landy may be deemed to be beneficial owners of the Series F Preferred Stock and the Series F Warrants (as defined below) of the Issuer held by WP IX. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the
- (3) Warburg Pincus Reporting Persons, other than WP IX, herein states that this Form 3 shall not be deemed an admission that it or he is the beneficial owner of any of the Common Stock or any other securities of the Issuer reported in this Form 3. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of such securities, except to the extent it or he has a pecuniary interest in such securities.
- (4) The Series F Common Stock Warrants (the "Series F Warrants") are held by WP IX and are exercisable at any time, at WP IX's election. The Series F 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.

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### Remarks:

\*^ ^ Powers^ of^ attorney^ given^ by^ Messrs.^ Kaye^ and^ Landy^ were^ previously^ filed^ with^ the^ U.S.^ Sec

\*\*^ ^ Solely^ for^ the^ purposes^ of^ Section^ 16^ of^ the^ Exchange^ Act,^ each^ of^ WP^ IX,^ WP^ IX^ GP,^

\*\*\*^ ^ Information^ with^ respect^ to^ each^ of^ the^ Warburg^ Pincus^ Reporting^ Persons^ is^ given^ solely^ by

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

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