

MARRONE BIO INNOVATIONS INC

Form 3

August 01, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Bhatia Ranjeet
(Last) (First) (Middle)

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

DAVIS,Â CAÂ 95618
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/01/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	191,782	I	See Footnote <u>(1)</u>
Common Stock	887,460	I	See Footnote <u>(2)</u>

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		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			
Convertible Promissory Note	Â (3)	Â (3)	Common Stock	\$ 150,000 (3)	\$ (3)	D	Â
Convertible Promissory Note	Â (3)	Â (3)	Common Stock	\$ 1,474,960 (3)	\$ (3)	I	See Footnote (2)
Common Stock Warrant	Â (4)	06/14/2023	Common Stock	(4)	\$ (4)	I	See Footnote (2)

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	Â X	Â	Â	Â

Signatures

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

08/01/2013

__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) Securities held by Saffron Hill Ventures, L.P. Shawn Luetchens and Ranjeet Bhatia are Directors of Saffron Hill MGP Ltd, the General 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.
- (2) Securities held by Saffron Hill Ventures 2, L.P. Shawn Luetchens and Ranjeet Bhatia are Directors of Saffron Hill MGP2 Ltd, the 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.
- (3) Lists original principal under the convertible promissory note as of March 15, 2012, the date of purchase. Upon completion of the Issuer's initial public offering, such principal, plus all accrued interest, will automatically convert into common stock at a price per share equal to 70% of the price per share in the Issuer's initial public offering.
- (4) The warrant is exercisable upon completion of the Issuer's initial public offering for a number of shares equal to \$200,000 divided by 70% of the price per share in the Issuer's initial public offering and at an exercise price per share equal to 70% of the price per share in the Issuer's initial public offering.

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.