

MARRONE BIO INNOVATIONS INC
 Form 4
 August 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Marrone Pamela G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

4. 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

DAVIS, CA 95618

(City) (State) (Zip)

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		3,416	A	①	51,314	I	Jointly with Spouse
Common Stock	08/07/2013		C		1,820	A	②	53,134	I	Jointly with Spouse
Common Stock	08/07/2013		C		689	A	③	6,442	I	By Trust 42)
Common								712,375	D	

Stock

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

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Convertible Promissory Note	\$ 8.4	08/07/2013		C	\$ 28,695 (1)	(1) (1)	Common Stock	3,416
Convertible Promissory Note	\$ 8.4	08/07/2013		C	\$ 15,292 (2)	(2) (2)	Common Stock	1,820
Convertible Promissory Note	\$ 8.4	08/07/2013		C	\$ 5,795 (3)	(3) (3)	Common Stock	689

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marrone Pamela G
C/O MARRONE BIO INNOVATIONS, INC.
2121 SECOND STREET, SUITE A-107
DAVIS, CA 95618

X

CEO and President

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 \$28,695 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 \$15,292 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.
- (3) Principal and accrued interest of \$5,795 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.
- (4) Ownership is held by Florence H. Marrone TOD Pamela G. Marrone.
- (5) Lists original principal under the convertible promissory note as of March 16, 2012, the date of purchase.
- (6) Lists original principal under the convertible promissory note as of May 28, 2013, 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.