

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
SEC Accession No. [0001181431-13-028437](#)

(HTML Version on secdatabase.com)

ISSUER

BioAmber Inc.

CIK: [1534287](#) | IRS No.: **980601045** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **2860** Industrial organic chemicals

Mailing Address	Business Address
3850 ANNAPOLIS LANE NORTH, SUITE 180 PLYMOUTH MN 55447-5476	3850 ANNAPOLIS LANE NORTH, SUITE 180 PLYMOUTH MN 55447-5476 612-747-4423

REPORTING OWNER

Naxos Capital Partners SCA SICAR

CIK: [1575522](#) | State of Incorp.: **N4** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-35905](#) | Film No.: **13852701**

Mailing Address	Business Address
40, BOULEVARD JOSEPH II LUXEMBOURG N4 L-1840	40, BOULEVARD JOSEPH II LUXEMBOURG N4 L-1840 352453131

Naxamber S.A.

CIK: [1575936](#) | State of Incorp.: **N4** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-35905](#) | Film No.: **13852700**

Mailing Address	Business Address
40, BOULEVARD JOSEPH II LUXEMBOURG N4 L-1840	40, BOULEVARD JOSEPH II LUXEMBOURG N4 L-1840 352 45 31 31

Naxos Capital Managers S.a r.l.

CIK: [1575976](#) | State of Incorp.: **N4** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-35905](#) | Film No.: **13852699**

Mailing Address	Business Address
40, BOULEVARD JOSEPH II LUXEMBOURG N4 L-1840	40, BOULEVARD JOSEPH II LUXEMBOURG N4 L-1840 352 45 31 31

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Naxamber S.A.			2. Issuer Name and Ticker or Trading Symbol BioAmber Inc. [BIOA.U]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
40 BOULEVARD JOSEPH II, L-1840,			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
N4								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2013		P		600,000	A	(1)	3,970,815	D (2)	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Warrants (right to buy)	\$11	05/14/2013		P		600,000		08/08/2013	05/09/2017	Common Stock	(1)	600,000	D (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Naxamber S.A. 40 BOULEVARD JOSEPH II, L-1840 N4		X		
Naxos Capital Partners SCA SICAR 40 BOULEVARD JOSEPH II, L-1840 N4		X		
Naxos Capital Managers S.a.r.l. 40 BOULEVARD JOSEPH II L-1840 N4		X		

Explanation of Responses:

- The reported securities are included within 600,000 Units purchased by the reporting person for \$10 per Unit in connection with the Issuer's initial public offering. Each Unit consists of one share of common stock and one warrant to purchase half of one share of common stock. The Units currently trade on the NYSE. The common stock and warrants comprising the Units will begin trading separately on June 10, 2013, at which time trading of the Units will be suspended and the Units will be de-listed. Each warrant will be exercisable during the period commencing on August 8, 2013 and ending at 5:30 p.m. on May 9, 2017 at an exercise price of \$11.00 per whole share of common stock.
- Naxamber, S.A. ("Naxamber") directly owns 3,970,815 shares of Common Stock (inclusive of common stock included within 600,000 Units purchased). Naxamber is wholly-owned by Naxos Capital Partners SCA SICAR ("Naxos Partners"). The General Partner of Naxos Partners is Naxos Capital Managers S.a.r.l. ("Naxos Managers"). Therefore, each of Naxamber, Naxos Partners and Naxos Managers may be deemed to beneficially own the shares of Common Stock directly owned by Naxamber.

Signatures

NAXOS CAPITAL PARTNERS SCA SICAR, By: Naxos Capital Managers Sarl., By: Compagnie Financiere de Gestion Luxembourg S.A., By: /s/ Jacques Reckinger, Name: Jacques Reckinger, Title: Chief Executive Officer	05/16/2013
NAXOS CAPITAL MANAGERS SARL., By: Compagnie Financiere de Gestion Luxembourg S.A., By: /s/ Jacques Reckinger, Name: Jacques Reckinger, Title: Chief Executive Officer	05/16/2013
NAXAMBER, S.A., By: /s/ Jacques Reckinger, Name: Jacques Reckinger, Title: Director, By: /s/ Christoph Piel, Name: Christoph Piel, Title: Director	05/16/2013
** Signature of Reporting Person	Date

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

* 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).

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

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 Number.