

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-16**

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(HTML Version on [secdatabase.com](#))

### REPORTING OWNER

#### Smith Dana C

CIK: **1541383**

Type: **4** | Act: **34** | File No.: **001-35421** | Film No.: **13535992**

Mailing Address

1535 RANCHO CONEJO  
BOULEVARD

THOUSAND OAKS CA 91320

### ISSUER

#### Ceres, Inc.

CIK: **767884** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **0831**

SIC: **0100** Agricultural production-crops

Mailing Address

1535 RANCHO CONEJO  
BLVD.

THOUSAND OAKS CA 91320

Business Address

1535 RANCHO CONEJO  
BLVD.

THOUSAND OAKS CA 91320  
805-376-6500

#### Ambergate Trust

CIK: **1541305** | State of Incorporation: **D0** | Fiscal Year End: **1212**

Type: **4** | Act: **34** | File No.: **001-35421** | Film No.: **13535994**

Mailing Address

1535 RANCHO CONEJO  
BOULEVARD

THOUSAND OAKS CA 91320

Business Address

ST. PETER'S HOUSE, LE  
BORDAGE

ST. PETER PORT Y7 GY1  
6AX  
8053766500

#### Rothschild Trust Guernsey Ltd (Ambergate)

CIK: **1541307** | State of Incorporation: **Y7** | Fiscal Year End: **0312**

Type: **4** | Act: **34** | File No.: **001-35421** | Film No.: **13535997**

Mailing Address

1535 RANCHO CONEJO  
BOULEVARD

THOUSAND OAKS CA 91320

Business Address

ST. PETER'S HOUSE, LE  
BORDAGE

ST. PETER PORT Y7 GY1  
6AX  
8053766500

#### Lynda De Logi Trust

CIK: **1541384** | State of Incorporation: **NY** | Fiscal Year End: **1212**

Type: **4** | Act: **34** | File No.: **001-35421** | Film No.: **13535993**

Mailing Address

1535 RANCHO CONEJO  
BOULEVARD

THOUSAND OAKS CA 91320

Business Address

4601 GULF SHORE  
BOULEVARD, NORTH

ENCLAVE #25  
NAPLES FL 34103  
8053766500

# 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 <b>Ambergate Trust</b>			2. Issuer Name and Ticker or Trading Symbol <b>Ceres, Inc. [CERE]</b>			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) <b>01/16/2013</b>					
C/O CERES, INC., 1535 RANCHO CONEJO BOULEVARD			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) <b>THOUSAND OAKS, CA 91320</b>								
(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	01/16/2013		P		42,880	A	\$4.6056 <sup>(1)</sup>	2,452,366	D <sup>(2)</sup>	
Common Stock								359,000	D <sup>(3)</sup>	

**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					

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">Ambergate Trust</a> C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320		X		
<a href="#">Lynda De Logi Trust</a> C/O CERES, INC. 1535 RANCHO CONEJO BLVD THOUSAND OAKS, CA 91320		X		
<a href="#">Smith Dana C</a> C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320		X		
<a href="#">Rothschild Trust Guernsey Ltd (Ambergate)</a> C/O CERES, INC. 1535 RANCHO CONEJO BLVD THOUSAND OAKS, CA 91320		X		

**Explanation of Responses:**

1. Represents the weighted average sales price of shares sold at prices from \$4.51 to \$4.65, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth.
2. Held by the Ambergate Trust.
3. Held by the Lynda De Logi Trust.

**Signatures**

<a href="#">/s/ Wilfriede van Assche, Attorney-in-Fact for The Ambergate Trust</a>	<a href="#">01/17/2013</a>
<a href="#">Wilfriede van Assche, Attorney-in-Fact for The Lynda De Logi Trust</a>	<a href="#">01/17/2013</a>
<a href="#">Wilfriede van Assche, Attorney-In-Fact for Dana Smith</a>	<a href="#">01/17/2013</a>
<a href="#">Wilfriede van Assche, Attorney-in-Fact for Rothschild Trust Guernsey Limited (Ambergate)</a>	<a href="#">01/17/2013</a>
** 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.**