

Ceres, Inc.  
Form 8-K  
August 21, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 20, 2015**

**CERES, INC.**

**(Exact Name of registrant as Specified in its charter)**

**Delaware  
(State or other jurisdiction of  
incorporation)**

**001-35421  
(Commission File Number)**

**33-0727287  
(I.R.S. Employer  
Identification No.)**

**1535 Rancho Conejo Boulevard  
Thousand Oaks, CA  
(Address of principal executive offices)**

**91320  
(Zip Code)**

**Registrant's telephone number, including area code: (805) 376-6500**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

The Company announced that on August 20, 2015 it entered into a securities purchase agreement with certain institutional investors providing for the purchase and sale of 1,598,478 shares of common stock at a price of \$1.22 per share and warrants to purchase up to 1,198,859 shares of common stock at an effective price of \$0.09375 per warrant with an exercise price of \$1.22 per share (the "Offering"). The warrants will be exercisable six months following the closing date and will expire five years from the date they become exercisable.

The shares of common stock were offered pursuant to a shelf registration statement on Form S-3 (File No. 333-204024), which was declared effective by the United States Securities and Exchange Commission ("SEC") on July 17, 2015. The warrants and shares issuable upon exercise of the warrants were offered in a concurrent private placement and have not been registered under the Securities Act of 1933, as amended. Ceres has agreed to file one or more registration statements with the SEC covering the resale of the shares of common stock issuable upon exercise of the warrants.

The closing of the Offering is expected to take place on or about August 26, 2015, subject to the satisfaction of customary closing conditions.

On August 21, 2015, the Company issued a press release in connection with the Offering titled "**Ceres Announces Pricing of \$2.1 Million At-the-Market Registered Direct Offering and Private Placement.**" A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d)Exhibits

**Exhibit No. Description**

99.1 Press release, dated August 21, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CERES, INC.

Date: August 21, 2015 By: /s/ Paul Kuc  
Name: Paul Kuc  
Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit No. Description**

99.1 Press release, dated August 21, 2015