

ARTAL LUXEMBOURG S A
Form 4
November 13, 2012

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 *
ARTAL LUXEMBOURG S A

(Last) (First) (Middle)
10-12 AVENUE PASTEUR
(Street)
LUXEMBOURG, N4 L-2310

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ceres, Inc. [CERE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	11/09/2012		J ⁽¹⁾		135,232	A	\$ 4.84
					4,192,167	D ⁽²⁾	

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

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SEC 1474
(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARTAL LUXEMBOURG S A 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Artal International S.C.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Artal International Management S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Artal Group S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
WESTEND S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Stichting Administratiekantoor Westend DE BOELELAAN 7, AMSTERDAM, P7 NL1083 HJ	X	X		
Minne Pascal PLACE STE. GUDULE, 19 BRUXELLES, C9 B-1000	X	X		

Signatures

ARTAL LUXEMBOURG S.A., By:/s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director

11/13/2012

__Signature of Reporting Person

Date

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ARTAL INTERNATIONAL S.C.A., By: ARTAL INTERNATIONAL MANAGEMENT S.A., its managing partner, By:/s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director	11/13/2012
__Signature of Reporting Person	Date
ARTAL INTERNATIONAL MANAGEMENT S.A., By:/s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director	11/13/2012
__Signature of Reporting Person	Date
ARTAL GROUP S.A., By:/s/ Anne Goffard, Name: Anne Goffard, Title: Authorized Person	11/13/2012
__Signature of Reporting Person	Date
WESTEND S.A., By:/s/ Pascal Minne, Name: Pascal Minne, Title: Director	11/13/2012
__Signature of Reporting Person	Date
STICHTING ADMINISTRATIEKANTOOR WESTEND, By: /s/ Pascal Minne, Name: Pascal Minne, Title: Sole Member of the Board	11/13/2012
__Signature of Reporting Person	Date
PASCAL MINNE, /s/ Pascal Minne	11/13/2012
__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) On November 9, 2012, Artal Luxembourg S.A. acquired 135,232 shares of Issuer common stock from one of its affiliates that is not a Reporting Person.
- The reported shares of Issuer common stock are owned directly by Artal Luxembourg S.A., which is a wholly owned subsidiary of Artal International S.C.A. Artal International Management S.A. is the managing partner of Artal International S.C.A., which is a wholly owned subsidiary of Artal Group S.A., which is a wholly owned subsidiary of Westend S.A, which is a wholly owned subsidiary of Stichting Administratiekantoor Westend (the "Stichting"). Mr. Pascal Minne is the sole member of the board of the Stichting.
- (2) Accordingly, each of the Reporting Persons may be deemed to be beneficial owners of the reported securities. Each of the Reporting Persons disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

Remarks:

For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Persons may be deemed to be c

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

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