

Ceres, Inc.  
Form 8-K  
September 15, 2014

**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): September 12, 2014**

**CERES, INC.**

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

|                                     |                     |                            |
|-------------------------------------|---------------------|----------------------------|
| <b>Delaware</b>                     | <b>001-35421</b>    | <b>33-0727287</b>          |
| <b>(State or other jurisdiction</b> | <b>(Commission</b>  | <b>(I.R.S. Employer</b>    |
| <b>of incorporation)</b>            | <b>File Number)</b> | <b>Identification No.)</b> |

|                                                 |                   |
|-------------------------------------------------|-------------------|
| <b>1535 Rancho Conejo Boulevard</b>             | <b>91320</b>      |
| <b>Thousand Oaks, CA</b>                        | <b>(Zip Code)</b> |
| <b>(Address of principal executive offices)</b> |                   |

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On September 12, 2014, the Board of Directors of Ceres, Inc. (the “Board”) elected Mr. Pascal Brandys to serve as a Class III director of the Company for a term beginning September 12, 2014 and expiring at the Company’s annual meeting of stockholders in 2015, to fill the vacancy on the Board. The Board has determined that Mr. Brandys is independent in accordance with the requirements regarding director independence set forth under applicable rules of the Nasdaq Stock Market and the Company’s Corporate Governance Guidelines. Mr. Brandys will also assume the chair of the Company’s Audit Committee.

Mr. Brandys will receive compensation consistent with the other non-employee directors of the Company. Such compensation currently includes an initial stock option grant to purchase 11,666 shares of common stock of the Company, an annual retainer of \$30,000 and an annual stock option grant to purchase 5,833 shares of common stock of the Company.

**Item 8.01. Other Events.**

On September 15, 2014, the Company issued a press release announcing Ms. Cheryl Morley’s appointment as chair of the Board and Mr. Brandys’ election to the Board. A copy of the press release issued is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) Exhibits

**Exhibit No. Description**

|      |                                                                                              |
|------|----------------------------------------------------------------------------------------------|
| 99.1 | Press Release of Ceres, Inc., dated September 15, 2014, Ceres Appoints New Board Leadership. |
|------|----------------------------------------------------------------------------------------------|

## **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: September 15, 2014    By:    /s/ Paul Kuc  
Name: Paul Kuc  
Title: Chief Financial Officer

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
|--------------------|--------------------|

|      |                                                                                              |
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