

MARRONE BIO INNOVATIONS INC
 Form 3
 August 01, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>STUART MILL VENTURE PARTNERS LP</p> <p>(Last) (First) (Middle)</p> <p>C/O STUART MILL PARTNERS LLC, 252 N. WASHINGTON STREET</p> <p>(Street)</p> <p>FALLS CHURCH, VA 22046</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARRONE BIO INNOVATIONS INC [MBII]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer ____ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,133,367	D	À

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Common Stock Warrant	Â (1)	06/14/2023	Common Stock	(1)	\$ (1)	D	Â
Convertible Promissory Note	Â (2)	Â (2)	Common Stock	\$ 1,500,000 (2)	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUART MILL VENTURE PARTNERS LP C/O STUART MILL PARTNERS LLC 252 N. WASHINGTON STREET FALLS CHURCH, VA 22046	Â	Â X	Â	Â

Signatures

/s/ Donald J. Glidewell, Donald J. Glidewell,
Attorney-in-Fact

08/01/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The warrant is exercisable upon completion of the Issuer's initial public offering for a number of shares equal to \$75,000 divided by 70% (1) of the price per share in the Issuer's initial public offering and at an exercise price per share equal to 70% of the price per share in the Issuer's initial public offering.

Lists original principal under the convertible promissory note as of March 15, 2012, the date of purchase. Upon completion of the Issuer's (2) initial public offering, such principal, plus all accrued interest, will automatically convert into common stock at a price per share equal to 70% of the price per share in the Issuer's initial public offering

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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