

BENOFF MICHAEL H
 Form 4
 February 01, 2018

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 *
 BENOFF MICHAEL H

2. Issuer Name and Ticker or Trading Symbol
 MARRONE BIO INNOVATIONS INC [MBII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2018

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

C/O MARRONE BIO INNOVATIONS, INC., 1540 DREW AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DAVIS, CA 95618

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 01/31/2018 | | M | | 22,092 | A | Ⓟ | 30,092 | D |
| Common Stock | 01/31/2018 | | M | | 8,630 | A | Ⓟ | 38,722 | D |
| Common Stock | 01/31/2018 | | M | | 36,850 | A | Ⓟ | 75,572 | D |
| Common Stock | 01/31/2018 | | M | | 14,201 | A | Ⓟ | 89,773 | D |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Restricted Stock Units | (1) | 01/30/2018 | | A | 14,201 | (2) (2) | Common Stock 14,201 |
| Restricted Stock Units | (1) | 01/31/2018 | | M | 22,092 | (3) (3) | Common Stock 22,092 |
| Restricted Stock Units | (1) | 01/31/2018 | | M | 8,630 | (4) (4) | Common Stock 8,630 |
| Restricted Stock Units | (1) | 01/31/2018 | | M | 36,850 | (5) (5) | Common Stock 36,850 |
| Restricted Stock Units | (1) | 01/31/2018 | | M | 14,201 | (2) (2) | Common Stock 14,201 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BENOFF MICHAEL H C/O MARRONE BIO INNOVATIONS, INC. 1540 DREW AVENUE DAVIS, CA 95618 | X | | | |

Signatures

/s/ Linda V. Moore, as attorney
in-fact

02/01/2018

__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) Each restricted stock unit represented a contingent right to receive one share of Marrone Bio Innovations, Inc. common stock, which settled upon the termination of the reporting person's service as a director.

The restricted stock units vested with respect to 100% of the total shares subject to the grant on January 30, 2018. Vested shares will be
- (2) delivered to the reporting person upon the earlier of the reporting person's separation of service with the Company or immediately prior to a change in control event.

The restricted stock units vested with respect to 1/3rd of the total shares on the first anniversary of the vesting commencement date of
- (3) January 4, 2016, and with respect to 1/24th of the remaining shares subject to the grant monthly thereafter for 24 months. Vested shares will be delivered to the reporting person upon the earlier of the reporting person's separation of service with the Company or immediately prior to a change in control event.
- (4) The restricted stock units vested with respect to 100% of the total shares subject to the grant on the date of the 2016 annual stockholder meeting. Vested shares will be delivered to the reporting person upon the earlier of the reporting person's separation of service with the Company or immediately prior to a change in control event.
- (5) The restricted stock units vested with respect to 100% of the total shares subject to the grant on the date of the 2017 annual stockholder meeting. Vested shares will be delivered to the reporting person upon the earlier of the reporting person's separation of service with the Company or immediately prior to a change in control event.

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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