

MARRONE BIO INNOVATIONS INC
 Form 4/A
 December 09, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
BOYD JAMES

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

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2016

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(Street)
DAVIS, CA 95618

4. If Amendment, Date Original Filed(Month/Day/Year)
11/17/2016

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 2.34	11/16/2016		A	200,000	<u>(1)</u> / <u>(2)</u>	11/16/2026 ⁽²⁾	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOYD JAMES
C/O MARRONE BIO INNOVATIONS, INC.
1540 DREW AVENUE
DAVIS, CA 95618

Chief Financial Officer

Signatures

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

12/09/2016

__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).

- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting twelve months
- (1) after the Vesting Commencement Date of November 16, 2016, and the remaining shares vesting in equal monthly installments over the remaining 36 months at the rate of 1/48th, subject to Optionee's continued employment.
 - (2) The reporting person is amending the Form 4 originally filed on November 17, 2016, for the purpose of reflecting the correct Vesting Commencement Date in Footnote 1 and the Expiration Date applicable to the grant.

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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