

MARRONE BIO INNOVATIONS INC
 Form 3
 August 01, 2013

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person * One Earth Capital, LLC (Last) (First) (Middle) 201 ENTRADA DRIVE (Street) SANTA MONICA, CA 90402 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2013	3. Issuer Name and Ticker or Trading Symbol MARRONE BIO INNOVATIONS INC [MBII]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	1,283,617	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

				Shares		(I) (Instr. 5)	
Common Stock Warrants	Â (4)	Â (8)(9)	Common Stock	(4)	\$ (4)	I	See footnotes (1) (6) (7)
Convertible Promissory Note	Â (5)	Â (5)	Common Stock	(5)	\$ (5)	I	See footnotes (1) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
One Earth Capital, LLC 201 ENTRADA DRIVE SANTA MONICA, CA 90402	Â	Â X	Â	Â

Signatures

One Earth Capital, LLC, By: Henry Street LLC, Its: Managing Member, By: /s/ David H. Jacobs, Jr., on behalf of Henry Street LLC

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).

- This statement is being filed by One Earth Capital, LLC ("One Earth") on its own behalf and on behalf of Henry Street LLC ("Henry Street") and David H. Jacobs, Jr. ("Mr. Jacobs" and together with One Earth and Henry Street, the "Reporting Persons"). Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Henry Street is the sole managing member of One Earth. Mr. Jacobs, the sole manager of Henry Street, has voting control over Henry Street. As a result, each of Mr. Jacobs and Henry Street may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended) of the securities of the Company (as defined below) held by One Earth. Mr. Jacobs and Henry Street are in the process of obtaining EDGAR filing codes and this Form 3 will be amended to add each of them as signatories as soon as EDGAR filing codes are obtained by them.
- (1) One Earth holds directly 1,283,617 shares of the Company's common stock, par value \$0.00001 per share (the "Common Stock").
 - (2) Each of Mr. Jacobs and Henry Street may be deemed to beneficially own indirectly 1,283,617 shares of Common Stock by reason of the direct ownership of 1,283,617 shares of Common Stock by One Earth.
 - (3) Such warrant is exercisable upon completion of the initial public offering of Marrone Bio Innovations, Inc. (the "Company") for a number of shares of Common Stock equal to \$75,000 divided by 70% of the price per share in the Company's initial public offering and at an exercise price per share equal to 70% of the price per share of Common Stock sold in the Company's initial public offering.
 - (4) \$1,000,000 is the original principal amount under the convertible promissory note as of March 16, 2012, which is the date of the initial purchase thereof. Upon completion of the Company's initial public offering, such principal, plus all accrued interest, will automatically convert into shares of Common Stock at a price per share equal to 70% of the price per share of Common Stock sold in the Company's initial public offering.
 - (5) Each of such warrant and convertible promissory note are held directly by One Earth.
 - (6) Each of Mr. Jacobs and Henry Street may be deemed to beneficially own indirectly each of such warrant and such convertible promissory note by reason of the direct holding thereof by One Earth.
 - (7) Such warrant expires on the earlier to occur of (i) 5:00 p.m., California local time, on June 14, 2023, and (ii) an Acquisition, provided that the Company has complied with Section 9(b) thereof in all material respects. Acquisition is defined in such warrant as (a) the acquisition of the Company by another entity by means of any transaction or series of related transactions (including, without limitation, any transfer of more than 50% of the voting power of the Company, reorganization, merger or consolidation, but excluding any merger effected exclusively for the purpose of changing the domicile of the Company); (Continued in footnote 9)
 - (8)

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- (9) or (b) a sale of all or substantially all of the assets of the Company; unless the Company's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Company's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.