

Merrigan Kathleen
Form 4
February 01, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Merrigan Kathleen

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/31/2018		M		21,941	A 11	21,941 D
Common Stock	01/31/2018		M		3,740	A 11	25,681 D
Common Stock	01/31/2018		M		36,850	A 11	62,531 D
Common Stock	01/31/2018		M		14,201	A 11	76,732 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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SEC 1474
(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		21,941		(3)	(3)	Common Stock	21,941
Restricted Stock Units	(1)	01/31/2018		M		3,740		(4)	(4)	Common Stock	3,740
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
Merrigan Kathleen 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 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.
- (2)

- The restricted stock units vested with respect to 1/3rd of the total shares on the first anniversary of the vesting commencement date of March 22, 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.
- (3)

- 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.
- (4)

- 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.
- (5)

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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