

ARTAL LUXEMBOURG S A  
 Form 3  
 February 21, 2012

**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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â ARTAL LUXEMBOURG S A			(Month/Day/Year)	Ceres, Inc. [CERE]	
(Last)	(First)	(Middle)	02/21/2012		
C/O CERES, INC., Â 1535 RANCHO CONEJO BOULEVARD			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
THOUSAND OAKS, Â CA Â 91320			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**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)
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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	98,369	\$ 0	D (2)	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	333,333	\$ 0	D (2)	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,423,856	\$ 0	D (2)	Â
Series C-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	184,048	\$ 0	D (2)	Â
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	47,054	\$ 0	D (2)	Â
Series F Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	189,506	\$ 0	D (2)	Â
Series G Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	453,846	\$ 0	D (2)	Â
Series F Common Stock Warrants	Â (3)	Â (3)	Common Stock	37,901	\$ 19.5	D (2)	Â
Series G Common Stock Warrants	Â (4)	Â (4)	Common Stock	453,846	\$ 19.5	D (2)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARTAL LUXEMBOURG S A C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS,Â CAÂ 91320	Â	Â X	Â	Â
ARTAL INTERNATIONAL SCA C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS,Â CAÂ 91320	Â	Â X	Â	Â
ARTAL GROUP S A C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS,Â CAÂ 91320	Â	Â X	Â	Â
WESTEND SA C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS,Â CAÂ 91320	Â	Â X	Â	Â

Stichting Administratiekantoor Westend  
 C/O CERES, INC.  
 1535 RANCHO CONEJO BOULEVARD  
 THOUSAND OAKS, CA 91320

## Signatures

/s/ Wilfriede van Assche, Attorney-in-Fact for Artal Luxembourg S.A.	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Artal International S.C.A.	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Artal Group S.A.	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Westend S.A.	02/08/2012
**Signature of Reporting Person	Date
/s/ Wilfriede van Assche, Attorney-in-Fact for Stichting Administratiekantoor Westend	02/08/2012
**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).
- (1) Each share of each series of preferred stock is convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election, and has no expiration date. Each share of each series of preferred stock will automatically convert upon the closing of the Issuer's initial public offering.
  - (2) Artal Luxembourg SA is a wholly-owned subsidiary of Artal International SCA, which is a wholly-owned subsidiary of Artal Group SA, which is a wholly-owned subsidiary of Westend SA, which is a wholly-owned subsidiary of Stichting Administratiekantoor Westend. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or her pecuniary interest therein, if any.
  - (3) The Series F Common Stock Warrants are exercisable at any time, at the holder's election. The Series F Common Stock Warrants expire on the earlier of September 4, 2015 and the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.
  - (4) The Series G Common Stock Warrants are exercisable at any time, at the holder's election. The Series G Common Stock Warrants expire on the earlier of June 24, 2020 and the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.