

Ceres, Inc.  
Form 8-K  
January 24, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 24, 2014**

**CERES, INC.**

**(Exact Name of registrant as Specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction of incorporation)</b>	<b>001-35421</b> <b>(Commission File Number)</b>	<b>33-0727287</b> <b>(I.R.S. Employer Identification No.)</b>
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<b>1535 Rancho Conejo Boulevard</b> <b>Thousand Oaks, CA</b> <b>(Address of principal executive offices)</b>	<b>91320</b> <b>(Zip Code)</b>
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**Registrant's telephone number, including area code: (805) 376-6500**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01. Other Events.**

On January 24, 2014, Ceres, Inc. (the “Company”) provided an updated description of its business in the prospectus included in the Company’s registration statement on Form S-1 (File No. 333-193556) filed with the Securities and Exchange Commission (the “SEC”) on January 24, 2014 (the “Prospectus”). The updated business overview is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference. The Company also provided updated risk factors in the Prospectus. The updated risk factors supersede in their entirety the risk factors included in the Company’s Annual Report on Form 10-K for the fiscal year ended August 31, 2013 and the Company’s subsequent Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2013. The updated risk factors are filed as Exhibit 99.2 to this Current Report and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

- |      |   |
|------|---|
| 99.1 | Updated description of the Company’s business included in the Prospectus. |
| 99.2 | Updated risk factors included in the Prospectus.                          |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CERES, INC.

Date: January 24, 2014 By: /s/ Paul Kuc  
Name: Paul Kuc  
Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit No. Description**

99.1 Updated description of the Company's business included in the Prospectus.

99.2 Updated risk factors included in the Prospectus.