

BioAmber Inc.
Form SC 13G/A
March 09, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED
IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND
(d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2**

(Amendment No. 1)

BioAmber Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

09072Q106

(CUSIP Number)

February 28, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NN Group N.V.

85-0421408

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,055,465

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 8,198,266

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,198,266

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.38%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

¹ Calculated based on 111,107,433 shares of Common Stock issued and outstanding per February 28, 2018, as reported by Investor Relations of BioAmber.

Item 1(a). Name of Issuer:

BioAmber Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1250 Rene Levesque West, Suite 4310

Montreal, Quebec

Canada H3B 4W8

Item 2(a). Name of Person Filing:

NN Group N.V.

Item 2(b). Address of Principal Business Office or, if none, Residence:

Schenkkade 65, 2595 AS

The Hague

The Netherlands

Item 2(c). Citizenship:

The Netherlands

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

09072Q106

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):

- (a) **Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);**
- (b) **Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);**
- (c) **Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);**
- (d) **Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**
- (e) **Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);**
- (f) **Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);**
- (g) **Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);**
- (h) **Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
- (i) **Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**
- (j) **A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J);**
- (k) **Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____ ..**

Item 4. Ownership.

- (a) Amount beneficially owned: 8,198,266
- (b) Percent of class: 7.38%
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 8,055,465
- (iii) Sole power to dispose or to direct the disposition of: 8,198,266
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Clients of the Reporting Person (or those of the Reporting Person's subsidiaries) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are: NONE.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See Attached Exhibit (99.1).

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to NN Group N.V. is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 9, 2018

NN GROUP N.V.

By: /s/ Edo Lubbers

Name: Edo Lubbers

Title: Authorized Signatory