

IVY INVESTMENT MANAGEMENT CO
 Form 4
 February 07, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WADDELL & REED FINANCIAL INC

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)
 6300 LAMAR AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 Other (specify below)
 1

OVERLAND PARK, KS 66202

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

(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 | 05/14/2014 | | P(6) | | 14,500 | A | \$ 9.4555 | 2,029,083 | I | See Footnotes (1) (2) (3) |
| Common Stock | 05/14/2014 | | P(6) | | 2,200 | A | \$ 9.4555 | 2,031,283 | I | See Footnotes (1) (2) (3) |
| Common Stock | 05/15/2014 | | P(7) | | 94,021 | A | \$ 9.2296 | 2,125,304 | I | See Footnotes (1) (2) (3) |
| Common Stock | 05/15/2014 | | P(7) | | 67,800 | A | \$ 9.2296 | 2,193,104 | I | See Footnotes |

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| | | | | | | | | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
|--------------|------------|--------------|-----------|---|-----------|-----------|---|--|
| Common Stock | 05/15/2014 | <u>P(7)</u> | 10,400 | A | \$ 9.2296 | 2,203,504 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 05/15/2014 | <u>P(7)</u> | 1,500 | A | \$ 9.2296 | 2,205,004 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 05/16/2014 | <u>P(8)</u> | 27,988 | A | \$ 9.2532 | 2,232,992 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 05/16/2014 | <u>P(8)</u> | 20,300 | A | \$ 9.2532 | 2,253,292 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 05/16/2014 | <u>P(8)</u> | 3,200 | A | \$ 9.2532 | 2,256,492 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 05/16/2014 | <u>P(8)</u> | 300 | A | \$ 9.2532 | 2,256,792 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 06/06/2014 | <u>P</u> | 1,386,600 | A | \$ 9.5 | 3,643,392 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 06/06/2014 | <u>P</u> | 946,700 | A | \$ 9.5 | 4,590,092 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 06/06/2014 | <u>P</u> | 144,700 | A | \$ 9.5 | 4,734,792 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 06/06/2014 | <u>P</u> | 22,000 | A | \$ 9.5 | 4,756,792 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 09/30/2014 | <u>P(9)</u> | 11,300 | A | \$ 2.7679 | 4,768,092 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 11/01/2016 | <u>J(4)</u> | 41,900 | D | \$ 2 | 4,726,192 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 02/01/2017 | <u>S(10)</u> | 800 | D | \$ 2.1131 | 4,725,392 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 02/02/2017 | <u>S(11)</u> | 10,500 | D | \$ 2.1618 | 4,714,892 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

| | | | | | | | | | |
|--------------|------------|--|------------------|------------|---|---|------------|---|---------------------------|
| Common Stock | 02/05/2018 | | J ⁽⁵⁾ | 20,000,000 | A | 5 | 24,714,892 | I | See Footnotes (1) (2) (3) |
|--------------|------------|--|------------------|------------|---|---|------------|---|---------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Number of Shares |
| Warrant | \$ 1.91 | 08/20/2015 | | P | 4,000,000 | 08/20/2015 | 08/20/2023 | Common Stock | 4,000,000 | | |
| Warrant | \$ 1.25 | 02/05/2018 | | J ⁽⁵⁾ | 4,000,000 | 12/31/2018 | 12/31/2020 | Common Stock | 4,000,000 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WADDELL & REED FINANCIAL INC 6300 LAMAR AVENUE OVERLAND PARK, KS 66202 | | X | | 1 |
| WADDELL & REED FINANCIAL SERVICES INC 6300 LAMAR AVENUE OVERLAND PARK, KS 66202 | | X | | 1 |
| WADDELL & REED INC /KS/ 6300 LAMAR AVENUE OVERLAND PARK, KS 66202 | | X | | 1 |
| WADDELL & REED INVESTMENT MANAGEMENT CO 6300 LAMAR AVENUE OVERLAND PARK, KS 66202 | | X | | 1 |
| IVY INVESTMENT MANAGEMENT CO | | X | | 1 |

6300 LAMAR AVENUE
OVERLAND PARK, KS 66202

Signatures

/s/ J.J.Richie,
Attorney-In-Fact 02/07/2018

**Signature of Reporting Person Date

/s/ J.J.Richie,
Attorney-In-Fact 02/07/2018

**Signature of Reporting Person Date

/s/ J.J.Richie,
Attorney-In-Fact 02/07/2018

**Signature of Reporting Person Date

/s/ J.J.Richie,
Attorney-In-Fact 02/07/2018

**Signature of Reporting Person Date

/s/ J.J.Richie,
Attorney-In-Fact 02/07/2018

**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) This Form 4 is being filed by Waddell & Reed Financial, Inc. ("WDR") on behalf of itself and Waddell & Reed Financial Services, Inc. ("WRFSI"), Waddell & Reed, Inc. ("WRI"), Waddell & Reed Investment Management Company ("WRIMCO"), and Ivy Investment Management Company ("IICO" and, together with WDR, WRFSI, WRI, and WRIMCO, the "Reporting Persons").

(2) The securities reported herein are beneficially owned by one or more open-end investment companies or other managed accounts which are advised or sub-advised by IICO, an investment advisory subsidiary of WDR (a publicly traded company) or WRIMCO (an investment advisory subsidiary of WRI). WRI is a broker-dealer and underwriting subsidiary of WRFSI, and WRFSI is a subsidiary of WDR. Pursuant to investment sub-advisory contracts, IICO and WRIMCO are granted investment power and, in most cases, voting power, over securities owned by sub-advisory clients. Therefore, IICO and/or WRIMCO may be deemed the beneficial owner of the securities covered by this Form 4. Indirect "beneficial ownership," if any, of any such securities is attributed to the respective parent companies solely because of the parent companies' control relationship to WRIMCO and IICO.

(3) In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities that the Reporting Persons may be deemed to beneficially own is reported herein. Each of WDR, WRFSI, WRI, WRIMCO, and IICO disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), beneficial ownership of such securities, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.

(4) Represents securities in a managed account that are no longer advised by IICO and/or WRIMCO following the termination of the relevant sub-advisory agreement by IICO and/or WRIMCO.

(5) On February 5, 2018, Marrone Bio Innovations, Inc. converted, pursuant to an amendment, dated December 15, 2017, to the senior secured promissory notes, dated as of August 20, 2015, in the aggregate principal amount of \$40,000,000 (the "Waddell Notes"), issued and sold to Ivy Science & Technology Fund, Waddell & Reed Advisors Science & Technology Fund and Ivy VIP Science & Technology, \$35,000,000 aggregate principal amount of the Waddell Notes into an aggregate of 20,000,000 shares of Common Stock, a \$1.75 per share conversion rate, and 4,000,000 warrants to purchase shares of Common Stock.

(6) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.262 to \$9.60, inclusive. The reporting person undertakes to provide Marrone Bio Innovations, Inc., any security holder of Marrone Bio Innovations, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- (7) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.091 to \$9.27, inclusive. The reporting person undertakes to provide Marrone Bio Innovations, Inc., any security holder of Marrone Bio Innovations, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.12 to \$9.30 , inclusive. The reporting person undertakes to provide Marrone Bio Innovations, Inc., any security holder of Marrone Bio Innovations, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.65 to \$2.86, inclusive. The reporting person undertakes to provide Marrone Bio Innovations, Inc., any security holder of Marrone Bio Innovations, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.08 to \$2.15, inclusive. The reporting person undertakes to provide Marrone Bio Innovations, Inc., any security holder of Marrone Bio Innovations, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.15 to \$2.18, inclusive. The reporting person undertakes to provide Marrone Bio Innovations, Inc., any security holder of Marrone Bio Innovations, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (12) On August 20, 2015, Marrone Bio Innovations, Inc. issued and sold to Ivy Science & Technology Fund, Waddell & Reed Advisors Science & Technology Fund and Ivy VIP Science & Technology senior secured promissory notes in the aggregate principal amount of \$40,000,000 and warrants to purchase up to 4,000,000 shares of Common Stock for an aggregate consideration of \$40,000,000.

Remarks:

Exhibit List: Exhibit 99.1 - Joint Filer Information

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.