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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On December 20, 2013, Pascal Brandys advised Ceres, Inc. (the “Company”) that he will not stand for reelection at the Company’s 2014 annual meeting of stockholders to be held on March 7, 2014 (the “Annual Meeting”). Mr. Brandys has served on the Company’s Board of Directors since December 1997 and will continue to serve as a director until the Annual Meeting. There was no disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On December 20, 2013, Edmund Olivier also advised the Company that he will not stand for reelection at the Annual Meeting. Mr. Olivier has served on the Company’s Board of Directors since the Company’s inception in 1996 and will continue to serve as a director until the Annual Meeting. There was no disagreement with the Company on any matter relating to the Company's operations, policies or practices.

The Company has agreed to extend the exercise period through March 7, 2016 of all vested stock options held by Messrs. Brandys and Olivier at the time of the Annual Meeting. In exchange, both Messrs. Brandys and Olivier have agreed to be available to provide advice to the Board of Directors and management of the Company as may be requested on an ad hoc basis.

**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: December 26, 2013 By: /s/ Paul Kuc  
Name: Paul Kuc  
Title: Chief Financial Officer