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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARRONE BIO INNOVATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

20-5137161
(I.R.S. Employer
Identification No.)

1540 Drew Avenue
Davis, CA 95618
(530) 750-2800
(Address of principal executive offices)

Marrone Bio Innovations, Inc. 2013 Stock Incentive Plan
(Full title of the Plan)

Pamela G. Marrone
President and Chief Executive Officer
1540 Drew Avenue
Davis, CA 95618
(530) 750-2800
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With Copies to:

Charles S. Farman, Esq.
Alfredo B. D. Silva, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105
(415) 268-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.00001 par value per share:				
—2013 Stock Incentive Plan	3,254,467 (2)	\$1.12 (3)	\$3,645,003.04	\$422.46
TOTAL:	3,254,467		\$3,645,003.04	\$422.46

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2013 Stock Incentive Plan (the "2013 Plan"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents an aggregate of 3,254,467 shares of common stock that were automatically added at the beginning of each fiscal years 2014 through 2017 to the shares authorized for issuance under the 2013 Plan, pursuant to an "evergreen" provision contained in the 2013 Plan that provides for annual increases in the number of shares available for issuance thereunder equal to the least of (i) 3.5% of the number of shares of the Registrant's common stock outstanding on the last day of the immediately preceding fiscal year or (ii) a lesser number of shares determined by the administrator. The following shares were automatically added to the shares authorized for issuance under the 2013 Plan: (a) 676,291 shares on January 1, 2014; (b) 856,260 shares on January 1, 2015; (c) 858,766 shares on January 1, 2016; and (d) 863,150 shares on January 1, 2017. To the extent outstanding awards under the Registrant's 2011 Stock Plan (the "2011 Plan") or the Registrant's Stock Option Plan (the "Stock Option Plan") are forfeited, terminate or expire unexercised and would otherwise have been returned to the share reserve under the 2011 Stock Plan or the Stock Option Plan, respectively, the shares of common stock subject to such awards instead will be available for future issuance as common stock under the 2013 Plan.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$1.12, the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Market on August 11, 2017.

EXPLANATORY NOTE

This Registration Statement is being filed to register an additional 3,254,467 shares of the Registrant's common stock for issuance under its 2013 Plan pursuant to an "evergreen" provision contained in the 2013 Plan that provides for an annual increase in the number of shares available for issuance thereunder equal to the least of (i) 3.5% of the number of shares of the Registrant's common stock outstanding on the last day of the immediately preceding fiscal year or (ii) a lesser number of shares determined by the administrator. The registration of the additional 3,254,467 shares of the Registrant's common stock accounts for the annual increases in the number of shares available under the 2013 Plan for the fiscal years 2014 through 2017, as reflected in the available share numbers under the headings "Equity Compensation Plan Information" and "2013 Stock Incentive Plan" included in Part III of the Company's annual reports on Form 10-K for the fiscal years 2014 through 2016. Pursuant to General Instruction E of Form S-8, the Registrant incorporates by reference into this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein, the contents of its Registration Statement on Form S-8 relating to the 2013 Plan, the 2011 Plan and the Stock Option Plan, as amended filed with the Securities and Exchange Commission (the "Commission") on September 6, 2013 (Registration No. 333-191048).

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information required by Part I is not filed as part of this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Marrone Bio Innovations, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, which includes audited consolidated financial statements for the fiscal year ended December 31, 2016 filed with the Commission on April 3, 2017 and as amended on April 24, 2017;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2017 and June 30, 2017, filed with the Commission on May 15, 2017 and August 14, 2017, respectively;
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on January 18, 2017, March 30, 2017, April 19, 2017, April 25, 2017, April 28, 2017, May 9, 2017 and August 8, 2017;
- (d) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-36030) filed with the Commission on July 29, 2013, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description; and
- (e) All other reports that the Registrant filed pursuant to Section 13(a) or 15(d) of the Exchange Act, as amended, since the end of the fiscal year covered by the audited financial statements described in (a) above.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's Amended and Restated Bylaws provide generally for indemnification of its directors and executive officers, and other officers, employees and agents to the fullest extent permitted by law. Pursuant to Section 145 of the Delaware General Corporation Law ("DGCL"), a corporation generally has the power to indemnify its present and former directors, officers, employees and agents against expenses incurred by them in connection with any suit to which they are, or are threatened to be made, a party by reason of their serving in such positions so long as they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of a corporation, and with respect to any criminal action, they had no reasonable cause to believe their conduct was unlawful. With respect to suits by or in the right of a corporation, however, indemnification is not available if such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless the court determines that indemnification is appropriate. In addition, a corporation has the power to purchase and maintain insurance for such person. The statute also expressly provides that the power to indemnify that it authorizes is not exclusive of any rights granted under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

As permitted by Section 102 of the DGCL, the Registrant's stockholders have approved and incorporated provisions into Article VII of the Registrant's Amended and Restated Certificate of Incorporation and Article XIII of the Registrant's Amended and Restated Bylaws eliminating a director's personal liability for monetary damages to the Registrant and its stockholders arising from a breach of a director's fiduciary duty, except for liability under Section 174 of the DGCL or liability for any breach of the director's duty of loyalty to us or its stockholders, for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law or for any transaction in which the director derived an improper personal benefit.

The Registrant has entered and intends to continue to enter into separate indemnification agreements with certain of its officers and directors that are, in some cases, broader than the specific indemnification provisions provided by the DGCL and the Registrant's charter documents, and may provide additional procedural protection. These agreements will require the Registrant, among other things, to indemnify and hold harmless such officer or director against certain liabilities that may arise by reason of the officer or director's status or service as an officer or director of the Registrant and to (a) advance expenses, as incurred, to such officer or director in connection with a legal proceeding subject to limited exceptions and (b) cover such officer or director under any general or directors' and officers' liability insurance policy maintained by the Registrant.

In addition, the Registrant maintains standard policies of insurance under which coverage is provided to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, and to the Registrant with respect to payments which may be made by it to such directors and officers pursuant to the above indemnification provisions or otherwise as a matter of law. The Registrant also makes available standard life insurance and accidental death and disability insurance policies to its employees.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>		
			<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
4.1*	Amended and Restated Certificate of Incorporation of the Registrant.	S-1/A	333-189753	4.1	July 22, 2013
4.2*	Amended and Restated Bylaws.	S-1/A	333-189753	4.1	July 22, 2013
4.3*	Form of Marrone Bio Innovations, Inc. Common Stock Certificate.	S-1/A	333-189753	4.1	July 22, 2013
5.1	Opinion of Morrison & Foerster LLP.				
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.				
23.2	Consent of Counsel (included in Exhibit 5.1).				
24.1	Power of Attorney (included on signature page).				
99.1*	Marrone Bio Innovations, Inc. 2013 Stock Incentive Plan and related documents.	S-1/A	333-189753	10.3	July 22, 2013

* Incorporated by reference to exhibits previously filed.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.

Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Davis, State of California, on the 15th of August, 2017.

MARRONE BIO INNOVATIONS, INC.

By: /s/ Pamela G. Marrone

Pamela G. Marrone

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Pamela G. Marrone and James B. Boyd, and each of them, her or his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for her or him and in her or his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same Offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or her or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
<u>/s/ Pamela G. Marrone</u> Pamela G. Marrone	President and Chief Executive Officer (Principal Executive Officer)	August 15, 2017
<u>/s/ James B. Boyd</u> James B. Boyd	Chief Financial Officer and Senior Vice President (Principal Financial Officer and Principal Accounting Officer)	August 15, 2017
<u>/s/ Tim Fogarty</u> Tim Fogarty	Chair of the Board	August 15, 2017
<u>/s/ Kathleen A. Merrigan</u> Kathleen A. Merrigan	Director	August 15, 2017
<u>/s/ George Kerckhove</u> George Kerckhove	Director	August 15, 2017
<u>/s/ Michael H. Benoff</u> Michael H. Benoff	Director	August 15, 2017
<u>/s/ Richard Rominger</u> Richard Rominger	Director	August 15, 2017
<u>/s/ Zachary Wochok</u> Zachary Wochok	Director	August 15, 2017

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
4.1*	Amended and Restated Certificate of Incorporation of the Registrant.	S-1/A	333-189753	4.1	July 22, 2013
4.2*	Amended and Restated Bylaws.	S-1/A	333-189753	4.1	July 22, 2013
4.3*	Form of Marrone Bio Innovations, Inc. Common Stock Certificate.	S-1/A	333-189753	4.1	July 22, 2013
5.1	Opinion of Morrison & Foerster LLP.				
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.				
23.2	Consent of Counsel (included in Exhibit 5.1).				
24.1	Power of Attorney (included on signature page).				
99.1*	Marrone Bio Innovations, Inc. 2013 Stock Incentive Plan and related documents.	S-1/A	333-189753	10.3	July 22, 2013

* Incorporated by reference to exhibits previously filed.

August 15, 2017

Marrone Bio Innovations, Inc.
1540 Drew Avenue
Davis, CA 95618

Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") filed by Marrone Bio Innovations, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on August 15, 2017, relating to the registration under the Securities Act of 1933, as amended, of an aggregate of 3,254,467 shares of the Company's Common Stock (the "Shares") which will be issuable under the 2013 Stock Incentive Plan, as amended and restated (the "Plan").

As your counsel in connection with the Registration Statement, we have examined the proceedings taken by you and proposed to be taken by you in connection with the adoption of the Plan and the authorization, issuance and sale of the Shares under the Plan, and such documents, matters of fact and questions of law as we have deemed necessary to render this opinion. For the purpose of the opinion rendered below, we have assumed that such proceedings are timely completed in the manner presently proposed by you and that, upon each issuance of Shares, the Company will receive the consideration for such Shares required by the terms of the Plan.

Based upon and subject to the foregoing, we are of the opinion that the Shares, when issued and outstanding pursuant to the terms of the Plan, will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and in any amendment thereto.

Very truly yours,

/s/ Morrison & Foerster LLP

Morrison & Foerster LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Marrone Bio Innovations, Inc. 2013 Stock Incentive Plan of our report dated March 31, 2017, with respect to the consolidated financial statements of Marrone Bio Innovations, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Roseville, California
August 14, 2017