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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: October 30, 2016
(Date of earliest event reported)

Arcadia Biosciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware
**(State or Other Jurisdiction
of Incorporation)**

001-37383
**(Commission
File Number)**

81-0571538
**(I.R.S. Employer
Identification No.)**

202 Cousteau Place, Suite 105
Davis, CA 95618
(Address of principal executive offices, including zip code)

(530) 756-7077
(Registrant's telephone number, including area code)

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 30, 2016, the Board of Directors (“Board”) of the Company, upon the recommendation of its Nominating and Governance Committee, appointed Kevin Comcowich to serve as a director of the Company and a member of the Board’s Audit Committee, effective immediately. Mr. Comcowich was appointed to serve as a Class I director and will stand for re-election at the Company’s 2019 Annual Meeting of Stockholders.

Mr. Comcowich, age 48, most recently served as the chief executive officer and portfolio manager of HTX Energy Fund in Houston, Texas. He was previously the president and chief investment officer (CIO) of Sound Energy Partners and served as CIO and research analyst for Southport Energy Plus Partners Fund. Mr. Comcowich received his MBA from the University of Indiana and earned his bachelor’s degree from the College of the Holy Cross.

The Board has determined that Mr. Comcowich is independent under NASDAQ Stock Market rules, meets the additional independence requirements for audit committee members under Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and under NASDAQ Stock Market rules, and satisfies the financial literacy requirements of the NASDAQ Stock Market.

Mr. Comcowich has (i) no arrangements or understandings with any other person pursuant to which he was appointed to as a director of the Company, and (ii) no family relationship with any director or executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer. Mr. Comcowich does not have any relationship or related transaction with the Company that would require disclosure pursuant to Item 404(a) of Regulation S-K under the Securities Act of 1933, as amended.

In connection with his service as a new director, Mr. Comcowich will receive the standard compensation paid by the Company to all of its non-employee directors, including an initial option grant, an annual cash retainer and an annual option grant upon the date of the Company’s Annual Meeting of Stockholders. This standard non-employee director compensation, a portion of which will be pro-rated to reflect the actual time Mr. Comcowich will serve on the Company’s Board this year, is described under the heading of “Non-Employee Director Compensation Policy” in the Company’s Proxy Statement for its Annual Meeting of Stockholders filed with the Securities and Exchange Commission (“SEC”) on April 22, 2016. In connection with his appointment, Mr. Comcowich will enter into a standard indemnification agreement with the Company in the form previously approved by the Board, which was filed as Exhibit 10.7 to the Company’s Registration Statement on Form S-1 filed with the SEC on February 17, 2015 and incorporated by reference herein.

The Company issued a press release on November 2, 2016 announcing the appointment of Mr. Comcowich to the Company’s Board. A copy of the press release is attached as Exhibit 99.1 to this report and incorporated by reference herein.

Item 8.01 Other Events

As set forth in the Company’s Current Report on Form 8-K filed July 14, 2016, on July 13, 2016 the Board appointed Uday Garg to the Board’s Audit Committee. The Board determined that although Mr. Garg was not independent under Section 10A-3 of the Exchange Act, the unexpected resignation of two members of the Company’s Audit Committee constituted exceptional and limited circumstances under NASDAQ Stock Market rules, justifying the appointment of Mr. Garg to the Audit Committee until such time as an additional independent director could be added to the Audit Committee. On October 30, 2016, the Board appointed Mr. Comcowich to the Company’s Audit Committee, replacing Mr. Garg. Thus, the Company’s Audit Committee now comprises Mr. Comcowich, Dr. Rajiv Shah, and George F.J. Gosbee (chair), all of whom the Board has determined to be independent for purposes of Section 10A-3 of the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Arcadia Biosciences, Inc. entitled “ARCADIA BIOSCIENCES ADDS KEVIN COMCOWICH TO ITS BOARD OF DIRECTORS” dated November 2, 2016.

SIGNATURE

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.

ARCADIA BIOSCIENCES, INC.

Date: November 2, 2016

By: /s/ WENDY S. NEAL

Name: Wendy S. Neal

Title: Vice President, Chief Legal Officer & Secretary



FOR IMMEDIATE RELEASE

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Arcadia Biosciences Adds Kevin Comcowich to Its Board Of Directors

-- Experienced Business and Finance Leader Enhances Board Depth --

DAVIS, Calif. (November 2, 2016) – Arcadia Biosciences, Inc. (Nasdaq: RKDA), an agricultural technology company that creates value for farmers while benefitting the environment and enhancing human health, announced today that Kevin Comcowich has been elected to its board of directors. Comcowich will serve as an independent director, as well as a member of the audit committee.

Comcowich brings extensive business and financial leadership experience and a proven track record of success in investment management and global capital market strategies to the Arcadia board. He most recently served as the chief executive officer and portfolio manager of HTX Energy Fund in Houston, Texas. He was previously the president and chief investment officer (CIO) of Sound Energy Partners and served as CIO and research analyst for Southport Energy Plus Partners fund. Comcowich received his MBA from the University of Indiana and earned his bachelor's degree from the College of the Holy Cross.

"Kevin is uniquely qualified with an extensive background in finance and business strategy, and we are excited to welcome him to Arcadia's board," said Darby Shupp, chair of the board of directors.

"I am honored to join the Arcadia Biosciences board and look forward to working closely with my new colleagues," said Comcowich. "Arcadia has a rich portfolio of opportunities, and I am excited to contribute to its future growth."

About Arcadia Biosciences, Inc.

Based in Davis, Calif., with additional facilities in Seattle, Wash. and Phoenix, Ariz., Arcadia Biosciences (Nasdaq: RKDA) develops agricultural products that create added value for farmers while benefitting the environment and enhancing human health. Arcadia's agronomic performance traits, including Nitrogen Use Efficiency, Water Use Efficiency, Salinity Tolerance, Heat Tolerance and Herbicide Tolerance, are all aimed at making agricultural production more economically efficient and environmentally sound. Arcadia's nutrition traits and products are aimed at creating healthier ingredients and whole foods with lower production costs. The company was recently listed in the Global Cleantech 100 and was previously named one of MIT Technology Review's 50 Smartest Companies. For more information, visit www.arcadiabio.com.

Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially, and reported results should not be considered as an indication of future performance. These risks and

uncertainties include, but are not limited to: the company's and its partners' and affiliates' ability to identify and isolate desired agricultural traits; the company's and its partners' ability to develop commercial products incorporating its traits, and complete the regulatory review process for such products; the company's compliance with laws and regulations that impact the company's business, and changes to such laws and regulations; the company's future capital requirements and ability to satisfy its capital needs; and the other risks set forth in the company's filings with the Securities and Exchange Commission from time to time, including the risks set forth in the company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and other filings. These forward-looking statements speak only as of the date hereof, and Arcadia Biosciences, Inc. disclaims any obligation to update these forward-looking statements.

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