SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Mandala Agribusines Co- Investments I Lid Arrafia Bissciences, Inc. [RKDA] (are) (Fin) (Molto) (Co CFIN CORPORATE SERVICES LIMITED, 9111 FLOOR, ORANGE (Deck) (Saw) (Zaw) (Saw) (Zaw) (Saw) (Zaw) (Saw) (Zaw) (Arrafia Bissciences, Inc. [RKDA] (Saw) (Zaw) (Saw) (Zaw) (Arrafia Bissciences, Inc. [RKDA] (Saw) (Zaw) (Saw) (Zaw) (Arrafia Bissciences, Inc. [RKDA] (Saw) (Zaw) (Saw) (Zaw) (Arrafia Bissciences, Inc. [RKDA] (Saw) (Saw) (Zaw) (Saw) (Zaw) (Arrafia Bissciences, Inc. [RKDA] (Saw) (Saw) (Zaw) (Saw) (Saw) (Saw) (Saw) (Saw) (Saw)		or Se	ction 30(h) 01	the Investment Company Act of 1	940						
Lies (Mode) (Mode) COCEPTC CORPORATE SERVICES LIMITED, STH FLOOR, ORANGE TOWER (Mode) (Check at aspicator) * 106 count (Enclose) * * * * * * * * * * *	0	Requiring Statement (Month/Day/Year)									
TOWER Instrump Instrump <t< th=""><th>C/O GFIN CORPORATE SERVICES</th><th colspan="2">-</th><th colspan="2">(Check all applicable) Director X 10% Owner</th><th>r</th><th colspan="3">(Month/Day/Year)</th></t<>	C/O GFIN CORPORATE SERVICES	-		(Check all applicable) Director X 10% Owner		r	(Month/Day/Year)				
Source EBENE Component (200) Case) Table 1 - Non-Dervative Securities Beneficial y Owned (Instr. 6) 3, Ownership (Instr. 6) 4, Nature 1 indices the instr. 6) 1. Table 0 Securities Beneficial y Owned (Instr. 4) 2, Annual of Securities Beneficial y Owned (Instr. 6) 3, Ownership (Instr. 6) 4, Nature 1 indices the instr. 6) 1. Table 0 Derivative Securities Securities Beneficial y Owned (E.g., puts, calls, warmstr. 9) 5, Table 0 - Derivative Securities Beneficial y Owned Instr. 6) 5, Ownership (Instr. 6) 5, Ownership (Instr. 6) 5, Ownership (Instr. 6) 1. Table 0 Derivative Security (Instr. 4) E. Derivative Securities Beneficial Y Owned (E.g., puts, calls, warmstr. 9) 5, Table 0 Derivative (Instr. 6) 5, Ownership (Instr. 6) 2. Inter of Derivative Security (Instr. 4) E. Dete Earce (Instr. 6) Common Stock 8000 18, 164 D/9 1 Security (Instr. 6) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0						6. Indi		licable Line)			
Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership (Instr. 5) Instres 6)	(Street) CYBERCITY, O4 EBENE						x	Form filed by	/ More than One		
1. Title of Security (Instr. 4) 2. Amenut of Securities 4. Autore of Indirect Beneficial Ownership Or Indirect (I) Indirect (D) Indirect (D) Indintot (D) Indirect (D) Indirect (D) Indirect (D	(City) (State) (Zip)										
Beneficially Owned (instr. 4) Form: Direct (i) (instr. 5) (Instr. 5) Table II - Derivative Securities Sec		Table I - No	on-Deriva	tive Securities Beneficial	ly Owned						
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Expiration Date (MonthDay/Wer) Underlying Derivative Security (Inst. 4) Orwersion (Security of the off Security of the off) Ownersing (Inst. 5) Secies D Preferred Stock (i) (i) Common Stock 8,918,750 (ii) D ¹² Image: Direct (D) (Direct (D) Shares D ¹² Image: Direct (D) (Direct (D) (Table II - Derivative Securities Beneficially Owned										
Date ExerciseD Experiation Date The Anometro Shares Description Shares of Indifect Operation Series D Prefered Stock 0:0<	1. Title of Derivative Security (Instr. 4)	Expiration Date				Conversion or Exercise		Ownership Form:	Beneficial Ownership		
Construction Output O					Number of	Deriva	ative	or Indirect			
Varant (right to buy) 05/05/2014 (4) Common Stock 408,776 18.164 D(3) Warrant (right to buy) 05/12/2014 (5) Common Stock 37,161 18.164 D(3) 1. Name and Address of Reporting Person' Mandala Agtibusiness Co-Investments Ltd (ast) (First) (Middle) C/O GFIN CORPORATE SERVICES LIMITED, 9TH FLOOR, ORANGE TOWER (Street) (Street) (Zip) 1. Name and Address of Reporting Person' 04 (didle) (Gity) (State) (Zip) 1. Name and Address of Reporting Person' 04 (middle) (Viddle) (Viddle) (Viddle) (Gity) (State) (Zip) (Viddle) (Viddle) (Viddle) (Viddle) (Corestin CorPORATE SERVICES LTD. 9TH FLOOR, ORANGE TOWER (Viddle)	Series D Preferred Stock	(1)	(1)	Common Stock	8,918,750	(1	L)	D ⁽²⁾			
Control Common Stock 37,161 18.164 D ⁽²⁾ 1. Name and Address of Reporting Person [*] Mandala A gribusiness Co-Investments I Ltd (las) (First) (Middle) (C/O GFIN CORPORATE SERVICES LIMITED, 9TH FLOOR, ORANGE TOWER (Street) (Zip) (City) (State) (Zip)	Warrant (right to buy)	04/08/2014	(3)	Common Stock	668,906	18.	164	D ⁽²⁾			
1. Name and Address of Reporting Person [*] Mandala Agribusiness Co-Investments I Ltd (Last) (First) (Middle) C/O GFIN CORPORATE SERVICES LIMITED, 9TH FLOOR, ORANGE TOWER (Street) CYBERCITY, 04 (City) (State) (Zip) 1. Name and Address of Reporting Person [*] Mandala Agribusiness Fund (Last) (First) (Middle) C/O GFIN CORPORATE SERVICES LTD. 9TH FLOOR, ORANGE TOWER (Street) CYBERCITY, 04 (Street) CYBERCITY, 04 (State) (Zip)	Warrant (right to buy)	05/05/2014	(4)	Common Stock	408,776	18.	164	D ⁽²⁾			
Mandala Agribusiness Co-Investments LLtd (Last) (First) (Middle) C/O GFIN CORPORATE SERVICES LIMITED, 9TH FLOOR, ORANGE TOWER (Street) (YBERCITY, O4 (City) (State) (Zip) 1. Name and Address of Reporting Person* Mandala Agribusiness Fund (Last) (First) (Last) (First) (Last) (First) (Uast) (First) (Uast) (First) (Street) (VIddle) (CO GFIN CORPORATE SERVICES LTD. 9TH FLOOR, ORANGE TOWER (Street) (YBERCITY, O4 (City) (State) (Zip)	Warrant (right to buy)	05/12/2014	(5)	Common Stock	37,161	18.	164	D ⁽²⁾			
C/O GFIN CORPORATE SERVICES LIMITED, 9TH FLOOR, ORANGE TOWER (Street) CYBERCITY, EBENE 04 (City) (State) (Zip) 1. Name and Address of Reporting Person* Mandala Aggibusiness Fund (Last) (First) (Middle) C/O GFIN CORPORATE SERVICES LTD. 9TH FLOOR, ORANGE TOWER (Street) CYBERCITY, EBENE 04 (City) (State) (Zip)	1. Name and Address of Reporting Person [*] Mandala Agribusiness Co-Investments	<u>s I Ltd</u>									
LIMITED, 9TH FLOOR, ORANGE TOWER (Street) (Street) (City) (State) (Zip) (State) (Zip) (State) (First) (Middle) (CO GFIN CORPORATE SERVICES LTD. 9TH FLOOR, ORANGE TOWER (Street) (Street) (Street) (Street) (State) (Zip) (State) (Zip) (State) (Zip)	(Last) (First) (Middle	e)									
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C/O GFIN CORPORATE SERVICES LTD. 9TH FLOOR, ORANGE TOWER (Street) CYBERCITY, EBENE (City) (State) (Zip)	1. Name and Address of Reporting Person [*] Mandala Agribusiness Fund										
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CYBERCITY, EBENE 04 (City) (State) (Zip)	9TH FLOOR, ORANGE TOWER		_								
1. Name and Address of Reporting Person*	(City) (State) (Zip)		-								
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<u>Redfern Domi</u>	<u>nic</u>									
(Last)	(First)	(Middle)								
C/O GFIN CORPORATE SERVICES LTD.										
9TH FLOOR, OR	ANGE TOW	ER								
(Street) CYBERCITY, EBENE	O4									
(City)	(State)	(Zip)								
1. Name and Address <u>Gujadhur Tej</u>	of Reporting Pe	erson*								
(Last)	(First)	(Middle)								
C/O GFIN CORP	ORATE SER	VICES LTD.								
9TH FLOOR, OR	ANGE TOW	ER								
(Street) CYBERCITY, EBENE	04									
(City)	(State)	(Zip)								
1. Name and Address <u>Gujadhur Shec</u>		erson*								
(Last)	(First)	(Middle)								
C/O GFIN CORP	ORATE SER	VICES LTD.								
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(Street) CYBERCITY, EBENE	04									
(City)	(State)	(Zip)								

Explanation of Responses:

1. The Series D Convertible Preferred Stock is convertible into the issuer's common stock at a conversion ratio that is dependent upon the initial public offering price of the issuer's common stock in its initial public offering, and has no exiration date. It will convert into common stock upon the closing of the issuer's initial public offering. The number of underlying shares of common stock reported in Column 3 does not reflect a 1-for-4 reverse stock split effected by the issuer on the date hereof, which will result in a proportional adjustment to the conversion ratio of the Series D Convertible Preferred Stock upon the closing of the issuer's initial public offering.

2. The Series D preferred stock and common stock issuable upon exercise of warrants are held by Mandala Agribusiness Co-Investments I Limited. Dominic Redfern, Tej Gujadhur and Sheokumar Gujadhur are members of the board of Mandala Agribusiness Fund, which exercises shared voting and investment power over the shares owned by Mandala Agribusiness Co-Investments I Limited. Dominic Redfern, Tej Gujadhur and Sheokumar Gujadhur disclaim beneficial ownership of all securities listed herein, except to the extent of their respective pecuniary interests therein.

3. The Warrant will expire on the later of April 8, 2019 or the second anniversary of the closing of the issuer's initial public offering.

4. The Warrant will expire on the later of May 5, 2019 or the second anniversary of the closing of the issuer's initial public offering.

5. The Warrant will expire on the later of May 12, 2019 or the second anniversary of the closing of the issuer's initial public offering.

Remarks:

<u>/s/ Tej Gujadhur, as Director of</u> <u>Mandala Agribusiness Co-</u> <u>Investments I Limited</u>	<u>05/12/2015</u>
<u>/s/ Tej Gujadhur, as Director of</u> <u>Mandala Agribusiness Fund</u>	05/12/2015
<u>/s/ Tej Gujadhur</u>	05/12/2015
<u>/s/ Sheokumar Gujadhur</u>	05/12/2015
/s/ Dominic Redfern	05/12/2015
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.