

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>BISHOP TERRI C</u> <hr/> (Last) (First) (Middle) C/O MORAL COMPASS CORPORATION 4835 E. EXETER BLVD. <hr/> (Street) PHOENIX AZ 85018 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/14/2015	3. Issuer Name and Ticker or Trading Symbol <u>Arcadia Biosciences, Inc. [RKDA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	160,714	I	By Moral Compass Corporation ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	60,681,805	(2)	I	By Moral Compass Corporation ⁽¹⁾
Series B Convertible Preferred Stock	(3)	(3)	Common Stock	15,391,006	(3)	I	By Moral Compass Corporation ⁽¹⁾
Series C Convertible Preferred Stock	(4)	(4)	Common Stock	9,345,794	(4)	I	By Moral Compass Corporation ⁽¹⁾

1. Name and Address of Reporting Person*
BISHOP TERRI C

 (Last) (First) (Middle)
 C/O MORAL COMPASS CORPORATION
 4835 E. EXETER BLVD.

 (Street)
 PHOENIX AZ 85018

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SPERLING PETER V

 (Last) (First) (Middle)
 C/O MORAL COMPASS CORPORATION
 4835 E. EXETER BLVD.

 (Street)
 PHOENIX AZ 85018

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Moral Compass Corp

 (Last) (First) (Middle)
 C/O MORAL COMPASS CORPORATION
 4835 E. EXETER BLVD.

 (Street)
 PHOENIX AZ 85018

 (City) (State) (Zip)

(Last)	(First)	(Middle)
4835 E. EXETER BLVD.		
(Street)		
PHOENIX	AZ	85018
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[John G. Sperling 2012 Irrevocable Trust No. 1](#)

(Last)	(First)	(Middle)
4835 E. EXETER BLVD.		
(Street)		
PHOENIX	AZ	85018
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[John G. Sperling 2012 Irrevocable Trust No. 2](#)

(Last)	(First)	(Middle)
4835 E. EXETER BLVD.		
(Street)		
PHOENIX	AZ	85018
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[John G. Sperling 2012 Irrevocable Trust No. 3](#)

(Last)	(First)	(Middle)
4835 E. EXETER BLVD.		
(Street)		
PHOENIX	AZ	85018
(City) (State) (Zip)		

Explanation of Responses:

1. Terri Bishop and Peter Sperling both serve as officers and directors of Moral Compass Corporation. Moral Compass Corporation is owned in equal amounts by the John G. Sperling 2012 Irrevocable Trust No. 1, the John G. Sperling 2012 Irrevocable Trust No. 2 and the John G. Sperling 2012 Irrevocable Trust No. 3 (the "Sperling Trusts"). Darby Shupp, a director of the issuer, Terri Bishop and Peter Sperling together serve as the three trustees of the Sperling Trusts and have shared voting and investment power over the shares held by Moral Compass Corporation. Ms. Shupp's beneficial ownership of securities of the issuer is reported on a Form 3 filed separately.
2. The Series A Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically 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 inverse stock split effected by the issuer on the date hereof, which will result in a proportional adjustment to the conversion ratio of the Series A Convertible Preferred Stock upon the automatic conversion of the Series A Convertible Preferred Stock into common stock upon the closing of the issuer's initial public offering.
3. The Series B Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically 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 inverse stock split effected by the issuer on the date hereof, which will result in a proportional adjustment to the conversion ratio of the Series B Convertible Preferred Stock upon the automatic conversion of the Series B Convertible Preferred Stock into common stock upon the closing of the issuer's initial public offering.
4. The Series C Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically 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 inverse stock split effected by the issuer on the date hereof, which will result in a proportional adjustment to the conversion ratio of the Series C Convertible Preferred Stock upon the automatic conversion of the Series C Convertible Preferred Stock into common stock upon the closing of the issuer's initial public offering.

Remarks:

Exhibit 24.1: Power of Attorney

[/s/ Jeffrey Hamilton, as Attorney-in-Fact for Terri Bishop](#) 05/14/2015

[Jeffrey Hamilton, as Attorney-in-Fact for Peter Sperling](#) 05/14/2015

[Jeffrey Hamilton, as Attorney-in-Fact for Moral Compass Corporation](#) 05/14/2015

[Jeffrey Hamilton, as Attorney-in-Fact for John G. Sperling 2012 Irrevocable Trust No. 1](#) 05/14/2015

[Jeffrey Hamilton, as Attorney-in-Fact for John G. Sperling 2012 Irrevocable Trust No. 2](#) 05/14/2015

[Jeffrey Hamilton, as Attorney-](#) 05/14/2015

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned hereby constitute and appoint each of Philip Peters and Jeffrey Hamilton of Farella Braun + Martel, LLP (any of whom may act individually), the undersigned's true and lawful attorney-in-fact and agents to:

1. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) (the "Exchange Act") and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of Arcadia Biosciences, Inc. (the "Company");
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare, complete and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and timely file such forms with the Securities and Exchange Commission (the "SEC") and any stock exchange, self-regulatory association or any other authority; and
3. Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of any such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to any securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the attorneys-in-fact or, as to any attorney-in-fact individually, if such attorney-in-fact is no longer employed by Farella Braun + Martel LLP. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of May, 2015.

MORAL COMPASS CORPORATION

By: /s/ Darby Shupp

Name: Darby Shupp
Title: Secretary

JOHN G. SPERLING 2012 IRREVOCABLE TRUST NO. 1

By: /s/ Darby Shupp

Name: Darby Shupp
Title: Trustee

By: /s/ Terri Bishop

Name: Terri Bishop
Title: Trustee

JOHN G. SPERLING 2012 IRREVOCABLE TRUST NO. 2

By: /s/ Darby Shupp

Name: Darby Shupp
Title: Trustee

By: /s/ Terri Bishop

Name: Terri Bishop
Title: Trustee

JOHN G. SPERLING 2012 IRREVOCABLE TRUST NO. 3

By: /s/ Darby Shupp

Name: Darby Shupp
Title: Trustee

By: /s/ Terri Bishop

Name: Terri Bishop
Title: Trustee

By: /s/ Terri Bishop

Name: Terri Bishop

By: /s/ Peter Sperling

Name: Peter Sperling