

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Shupp Darby E</u>  (Last) (First) (Middle) <u>C/O ARCADIA BIOSCIENCES, INC.</u> <u>202 COUSTEAU PLACE, SUITE 105</u>  (Street) <u>DAVIS CA 95618</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Arcadia Biosciences, Inc. [ RKDA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2015		P		1,000,000	A	\$8	1,160,714	I <sup>(1)</sup>	By Moral Compass Corporation
Common Stock	05/20/2015		C		15,170,451	A	\$0.00	16,331,165	I <sup>(1)</sup>	By Moral Compass Corporation
Common Stock	05/20/2015		C		3,847,751	A	\$0.00	20,178,916	I <sup>(1)</sup>	By Moral Compass Corporation
Common Stock	05/20/2015		C		2,336,448	A	\$0.00	22,515,364	I <sup>(1)</sup>	By Moral Compass Corporation

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(2)	05/20/2015		C			60,681,805	(2)	(2)	Common Stock	15,170,451	\$0.00	0	I <sup>(1)</sup>	By Moral Compass Corporation
Series B Convertible Preferred Stock	(3)	05/20/2015		C			15,391,006	(3)	(3)	Common Stock	3,847,751	\$0.00	0	I <sup>(1)</sup>	By Moral Compass Corporation
Series C Convertible Preferred Stock	(4)	05/20/2015		C			9,345,794	(4)	(4)	Common Stock	2,336,448	\$0.00	0	I <sup>(1)</sup>	By Moral Compass Corporation

**Explanation of Responses:**

- Ms. Shupp is the CFO of Moral Compass Corporation. Moral Compass Corporation is owned by the John G. Sperling 2012 Irrevocable Trusts No. 1, 2 and 3. Ms. Shupp serves as one of three trustees of the Sperling trusts; these trustees share voting and investment power over the shares held by Moral Compass Corporation.
- The Series A Convertible Preferred Stock converted into the Issuer's common stock at a conversion ratio of one share of common stock for every four shares of preferred stock upon the closing of the Issuer's initial public offering of common stock, and had no expiration date. This conversion ratio reflected an adjustment due to the Issuer's 1-for-4 reverse stock split effected on May 8, 2015.
- The Series B Convertible Preferred Stock converted into the Issuer's common stock at a conversion ratio of one share of common stock for every four shares of preferred stock upon the closing of the Issuer's initial public offering of common stock, and had no expiration date. This conversion ratio reflected an adjustment due to the Issuer's 1-for-4 reverse stock split effected on May 8, 2015.
- The Series C Convertible Preferred Stock converted into the Issuer's common stock at a conversion ratio of one share of common stock for every four shares of preferred stock upon the closing of the Issuer's initial public offering of common stock, and had no expiration date. This conversion ratio reflected an adjustment due to the Issuer's 1-for-4 reverse stock split effected on May 8, 2015.

**Remarks:**

/s/ Thomas P. O'Neil, as  
Attorney-in-Fact for Darby E. Shupp      05/21/2015

\*\* 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 4 (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.

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