

AMYRIS, INC.
Form 4
May 15, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOERR L JOHN

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
AMYRIS, INC. [AMRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O AMYRIS, INC., 5885 HOLLIS STREET, SUITE 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

EMERYVILLE, CA 94608

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	05/11/2017		J ⁽¹⁾		13,037,586	D	\$ 1 0	By Foris Ventures, LLC ⁽¹⁰⁾
Common Stock					32,000	D		
Common Stock					144,707	I		By Clarus, LLC ⁽¹¹⁾
Common Stock					3,724,558	I		By Kleiner Perkins Caufield

Common Stock	67,952	I	& Byers XII, LLC <u>(12)</u> By KPCB XII Founders Fund, LLC <u>(13)</u>
Common Stock	8,503	I	By The Vallejo Ventures Trust U/T/A 2/12/96 <u>(14)</u>

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

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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 Underlying Securities (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Series B 17.38% Convertible Preferred Stock	\$ 1.15	05/11/2017		P ⁽²⁾		30,728,589		<u>(3)</u>	<u>(4)</u>	Common Stock 26,72
Series C Convertible Preferred Stock	\$ 1	05/11/2017		J ⁽¹⁾		13,037,586		<u>(3)</u>	<u>(6)</u>	Common Stock 13,03
Warrant (Right to Buy)	\$ 0.52	05/11/2017		P ⁽²⁾		36,580,382		<u>(7)</u>	<u>(8)</u>	Common Stock 36,58
Warrant (Right to Buy)	\$ 0.62	05/11/2017		P ⁽²⁾		36,580,382		<u>(7)</u>	<u>(8)</u>	Common Stock 36,58

Buy)

Warrant
(Right to Buy)

\$ 0.0001

05/11/2017

P(2)

0 (9)

(7)

(8)

Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOERR L JOHN C/O AMYRIS, INC. 5885 HOLLIS STREET, SUITE 100 EMERYVILLE, CA 94608	X			

Signatures

/s/ L. John Doerr by Stephen Dobson,
Attorney-in-Fact

05/15/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) On May 11, 2017, the Reporting Person exchanged the Common Stock for 13,037.586 shares of Series C Convertible Preferred Stock at a price of \$1,000.00 per share of Series C Convertible Preferred Stock (the "Exchange"). The Exchange was made pursuant to a security holder agreement, dated May 8, 2017, between Issuer and Foris Ventures, LLC.
 - (2) Purchase was made pursuant to that certain Stock Purchase Agreement dated as of May 8, 2017 by and among the Issuer and the purchasers set forth therein, including Foris Ventures, LLC.
 - (3) Conversion of the security is subject to the approval of the stockholders of the Issuer.
 - (4) If not earlier converted, security will automatically convert to Common Stock on the 90th day following approval of the stockholders of the Issuer.
 - (5) The security was purchased in exchange for the cancellation of \$30,728,589 of existing indebtedness owed by the Issuer to Foris Ventures, LLC.
 - (6) Security will automatically convert to Common Stock upon approval of the stockholders of the Issuer.
 - (7) The exercisability of the warrant is subject to the approval of the stockholders of the Issuer.
 - (8) Five (5) years from the exercisability of the warrant.

The warrant is exercisable for a number of shares of Common Stock sufficient to provide Foris Ventures, LLC with full-ratchet anti-dilution protection for any issuance by the Issuer of equity or equity-linked securities during the three-year period from May 11, 2017 at a per share price (including any conversion or exercise price, if applicable) less than \$0.42 per share, subject to certain exceptions. As of the date of this filing, there are zero (0) shares underlying the warrant.
 - (9) The Reporting Person indirectly holds all of the membership interests in Foris Ventures, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

The Reporting Person is the manager of Clarus, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the account of entities affiliated with Kleiner Perkins Caufield & Byers and others. KPCB Holdings, Inc. has no voting, dispositive or pecuniary interest in any such shares.
 - (10) The Managing Member of Kleiner Perkins Caufield & Byers XII, LLC is KPCB XII Associates, LLC, of which the Reporting Person is the managing member. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary

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interest therein. The shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the account of entities affiliated with Kleiner Perkins Caufield & Byers and others. KPCB Holdings, Inc. has no voting, dispositive or pecuniary interest in any such shares.

(13) The Managing Member of KPCB XII Founders Fund, LLC is KPCB XII Associates, LLC, of which the Reporting Person is the managing member. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the account of entities affiliated with Kleiner Perkins Caufield & Byers and others. KPCB Holdings, Inc. has no voting, dispositive or pecuniary interest in any such shares.

(14) The Reporting Person is a Trustee of The Vallejo Ventures Trust U/T/A 2/12/96.

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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