

AMYRIS, INC.
Form 8-K
March 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

March 27, 2013
Date of report (Date of earliest event reported)

Amyris, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34885
(Commission file number)

55-0856151
(I.R.S. Employer
Identification
No.)

5885 Hollis Street, Suite 100, Emeryville, CA
(Address of principal executive offices)

94608
(Zip Code)

(510) 450-0761
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2 below):

- ☐ Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01.

Entry into a Material Definitive Agreement.

On March 27, 2013, Amyris, Inc. (the “Company”) completed the closing of a private placement of its common stock (the “Private Placement”) for aggregate proceeds of approximately \$5.0 million pursuant to a Securities Purchase Agreement, dated as of March 27, 2013 (the “Purchase Agreement”), between the Company and Biolding Investment SA (“Biolding”). The Company sold 1,533,742 shares of the Company’s Common Stock, \$0.0001 par value per share (“Common Stock”) in the Private Placement. The per share purchase and sale price for the shares of Common Stock purchased in the Private Placement was \$3.26, based on the \$3.25 consolidated closing bid price for the Common Stock on NASDAQ on March 26, 2013, the most recent consolidated closing bid price on NASDAQ at the time the Company and Biolding entered into the Purchase Agreement, plus \$0.01. The Private Placement represented the final tranche of Biolding’s preexisting contractual obligation to fund \$15.0 million upon satisfaction by the Company of certain criteria associated with the commissioning of a production plant in Brazil.

In connection with the Private Placement, the Company also entered into Amendment No. 3 to Amended and Restated Investors’ Rights Agreement dated as of March 27, 2013 (“Amendment 3” and the underlying agreement, as amended, the “Rights Agreement”). Under the Rights Agreement, certain holders of the Company’s outstanding securities can request the filing of a registration statement under the Securities Act of 1933, as amended (the “Act”), covering the shares of Common Stock held by (or issued upon conversion of other Company securities held by) the requesting holders. Further, under the Rights Agreement, if the Company registers securities for public sale, the Company’s stockholders with registration rights under the Rights Agreement have the right to include their shares of Common Stock in the registration statement. Additionally, holders of the Company’s outstanding securities with registration rights under the Rights Agreement can request that the Company register all or a portion of their Common Stock on Form S-3 if the Company is eligible to file a registration statement on Form S-3 and the aggregate price to the public of the shares offered is at least \$2,000,000. Amendment 3 extended such rights under the Rights Agreement to the Common Stock sold in the Private Placement.

Item 3.02.

Unregistered Sales of Equity Securities.

The sale and issuance of the shares of Common Stock in the Private Placement as disclosed in Item 1.01 of this Current Report on Form 8-K have been determined to be exempt from registration under the Act in reliance on Section 4(2) of the Act and Rule 506 of Regulation D promulgated under the Act.

SIGNATURES

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.

AMYRIS, INC.

Date: March 28, 2013
Gary Loeb
SVP and General Counsel

By: /s/ Gary Loeb