

AMYRIS, INC.  
Form S-8  
April 02, 2015

As filed with the Securities and Exchange Commission on April 2, 2015  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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Form S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

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

Delaware  
(State or other jurisdiction of  
incorporation or organization)

55-0856151  
(I.R.S. Employer  
Identification Number)

Amyris, Inc.  
5885 Hollis Street, Suite 100  
Emeryville, CA 94608  
(510) 450-0761  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2010 Equity Incentive Plan  
2010 Employee Stock Purchase Plan  
(Full title of the plans)

John G. Melo  
President and Chief Executive Officer  
Amyris, Inc.  
5885 Hollis Street, Suite 100  
Emeryville, CA 94608  
(510) 450-0761  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:  
Gordon K. Davidson, Esq.  
Daniel J. Winnike, Esq.  
Fenwick & West LLP  
Silicon Valley Center  
801 California Street  
Mountain View, California 94041  
(650) 988-8500

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer

Non-accelerated Filer

(Do not check if a smaller reporting company)

Accelerated Filer

Smaller Reporting Company

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value				
-- To be issued under the 2010 Equity Incentive Plan	3,961,094 (2)	\$2.36(3)	\$9,348,183	\$1,086.26
-- To be issued under the 2010 Employee Stock Purchase Plan	792,219 (4)	\$2.00(5)	\$1,584,438	\$184.12
Total	4,753,313		\$10,932,621	\$1,270.38

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the Registrant's common stock that become issuable under the Registrant's 2010 Equity Incentive Plan ("2010 EIP") or 2010 Employee Stock Purchase Plan ("2010 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents an automatic increase in the number of shares available for issuance under the 2010 EIP equal to approximately 5% of 79,221,883 shares, the total outstanding shares of the Registrant's Common Stock as of December 31, 2014. This automatic increase was effective as of January 1, 2015. Shares available for issuance under the 2010 EIP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission ("SEC") on October 1, 2010 (Registration No. 333-169715), February 28, 2011 (Registration No. 333-172514), March 9, 2012 (Registration No. 333-180006), March 28, 2013 (Registration No. 333-187598), May 20, 2013 (Registration No. 333-188711) and April 14, 2014 (Registration No. 333-195259).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act and based upon the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Global Market on March 31, 2015.
- (4) Represents an automatic increase in the number of shares available for issuance under the 2010 ESPP equal to approximately 1% of 79,221,883 shares, the total outstanding shares of the Registrant's Common Stock as of December 31, 2014. This automatic increase was effective as of January 1, 2015. Shares available for issuance under the 2010 ESPP were previously registered on registration statements on Form S-8 filed with the SEC on October 1, 2010 (File No. 333-169715), February 28, 2011 (Registration No. 333-172514), March 9, 2012 (Registration No. 333-180006), March 28, 2013 (Registration No. 333-187598) and April 14, 2014 (Registration No. 333-195259).
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act and based upon the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Global Market on March 31, 2015, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the Registrant's 2010 Employee Stock Purchase Plan.



REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the SEC to register (1) 3,961,094 additional shares of common stock under the Registrant's 2010 EIP and (2) 792,219 additional shares of common stock under its 2010 ESPP pursuant to the provisions of those plans providing for an automatic increase in the number of shares of common stock reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the SEC on October 1, 2010 (Registration No. 333-169715), February 28, 2011 (Registration No. 333-172514), March 9, 2012 (Registration No. 333-180006), March 28, 2013 (Registration No. 333-187598), May 20, 2013 (Registration No. 333-188711) and April 14, 2014 (Registration No. 333-195259).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Emeryville, State of California, on this 2nd day of April, 2015.

AMYRIS, INC.

By: /s/ John Melo  
 John Melo  
 President and Chief  
 Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John Melo, Raffi Asadorian and Nicholas Khadder, and each of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ John G. Melo John G. Melo	Director, President and Chief Executive Officer (Principal Executive Officer)	March 31, 2015
/s/ Raffi Asadorian Raffi Asadorian	Chief Financial Officer (Principal Financial Officer)	March 31, 2015
/s/ Karen Weaver Karen Weaver	Vice President, Finance (Principal Accounting and Financial Officer)	March 31, 2015
/s/ Philippe Boisseau Philippe Boisseau	Director	March 31, 2015
/s/ Nam-Hai Chua, Ph.D.		

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Nam-Hai Chua, Ph.D.	Director	March 31, 2015
/s/ John Doerr John Doerr	Director	March 31, 2015
/s/ Geoffrey Duyk, M.D., Ph.D. Geoffrey Duyk, M.D., Ph.D.	Director	March 31, 2015
/s/ Carole Piwnica Carole Piwnica	Director	March 31, 2015
/s/ Fernando Reinach, Ph.D. Fernando Reinach, Ph.D.	Director	March 10, 2015
/s/ HH Sheikh Abdullah bin Khalifa Al Thani HH Sheikh Abdullah bin Khalifa Al Thani	Director	March 31, 2015
/s/ R. Neil Williams R. Neil Williams	Director	March 31, 2015
/s/ Patrick Yang, Ph.D. Patrick Yang, Ph.D.	Director	March 9, 2015

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## EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Filing Date	Herewith
		Form	File No.	Exhibit		
4.01	Restated Certificate of Incorporation of the Registrant	10-Q	001-34885	3.1	11/10/2010	
4.02	Certificate of Amendment of the Restated Certificate of Incorporation	S-8	333-188711	May 20, 2013	4.02	
4.02	Restated Bylaws of the Registrant	10-Q	001-34885	3.2	11/10/2010	
4.03	Form of Registrant's common stock certificate	S-1	333-166135	4.01	07/06/2010	
4.13	2010 Equity Incentive Plan of the Registrant and forms of award agreements thereunder	S-1	333-166135	10.44	06/23/2010	
4.14	2010 Employee Stock Purchase Plan of the Registrant and form of Subscription Agreement thereunder	S-1	333-166135	10.45	07/06/2010	
5.01	Opinion of Fenwick & West LLP					X
23.01	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
23.02	Consent of Pannell Kerr Forster of Texas, P.C., independent registered public accounting firm					X
23.03	Consent of Fenwick & West LLP (contained in Exhibit 5.01)					X
24.01	Power of Attorney (included on the signature page to this Registration Statement)					X