

AMYRIS, INC.
Form 4
July 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
Maxwell (Mauritius) Pte Ltd

(Last) (First) (Middle)

C/O IMM, LES
CASCADES, EDITH CAVELL
STREET

(Street)

PORT LOUIS, O4

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock	07/29/2015		J ⁽¹⁾	V	Amount \$ 41,214,111	D ⁽²⁾	
					Price 2.3		

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

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(9-02)

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

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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 Underlying Instrument (Instr. 1)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Tranche I Senior Convertible Note ("Tranche I Note")	\$ 2.44	07/29/2015		J ⁽³⁾	41,984,090 ⁽³⁾	⁽³⁾ ⁽³⁾	Common Stock
Tranche II Senior Convertible Note ("Tranche II Note")	\$ 2.87	07/29/2015		J ⁽⁴⁾	28,995,368 ⁽⁴⁾	⁽⁴⁾ ⁽⁴⁾	Common Stock
Warrant ("2015 Warrant")	\$ 0.01	07/29/2015		P ⁽⁵⁾	14,677,861	⁽⁵⁾ 07/29/2025	Common Stock
Warrant ("Equity Finding Warrant")	\$ 0.01	07/29/2015		P ⁽⁶⁾	0 ⁽⁶⁾	⁽⁶⁾ 07/29/2025	Common Stock
Warrant ("R&D Warrant")	\$ 0.01	07/29/2015		P ⁽⁷⁾	880,339 ⁽⁷⁾	⁽⁷⁾ 07/29/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maxwell (Mauritius) Pte Ltd C/O IMM, LES CASCADES EDITH CAVELL STREET PORT LOUIS, O4		X		
Cairnhill Investments (Mauritius) Pte Ltd C/O IMM, LES CASCADES EDITH CAVELL STREET PORT LOUIS, O4		X		
Temasek Holdings (Private) Ltd 60B ORCHARD ROAD, #06-18 TOWER 2 THE ATRIUM@ORCHARD		X		

U0 238891

Fullerton Management Pte Ltd
 60B ORCHARD ROAD, #06-18 TOWER 2
 THE ATRIUM@ORCHARD
 U0 238891

X

Signatures

/s/ Rooksana Shahabally, Director, on behalf of Maxwell (Mauritius) Pte Ltd	07/30/2015
__Signature of Reporting Person	Date
/s/ Choo Soo Shen Christina, Authorized Signatory, on behalf of Temasek Holdings (Private) Limited	07/30/2015
__Signature of Reporting Person	Date
/s/ Cheong Kok Tim, Director, on behalf of Fullerton Management Pte Ltd	07/30/2015
__Signature of Reporting Person	Date
/s/ Rooksana Shahabally, Director, on behalf of Cairnhill Investments (Mauritius) Pte Ltd	07/30/2015
__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 July 29, 2015, the Reporting Persons exchanged the Tranche I Note and the Tranche II Note for 30,860,633 shares of common stock at a price of \$2.30 per share (the "Exchange"). The Transaction was made pursuant to an Exchange Agreement between Maxwell (Mauritius) Pte Ltd. Amyris Inc. ("Amyris") and Total Energies Nouvelles Activites USA ("Total").

Maxwell (Mauritius) Pte Ltd directly owns 41,214,111 shares of Common Stock. Maxwell (Mauritius) Pte Ltd is wholly-owned by Cairnhill Investments (Mauritius) Pte Ltd., which in turn is wholly-owned by Fullerton Management Pte Ltd, which in turn is
 - (2) wholly-owned by Temasek Holdings (Private) Limited. Therefore, each of Temasek Holdings (Private) Limited, Fullerton Management Pte Ltd and Cairnhill Investments (Mauritius) Pte Ltd. may be deemed to beneficially own the shares of Common Stock directly owned by Maxwell (Mauritius) Pte Ltd.

The Reporting Persons exchanged the Tranche I Note, which had a principal balance of \$35,000,000 and \$6,984,090 of principal attributable to paid-in-kind interest for 18,253,952 shares Common Stock at a price of \$2.30 per share. At the time of Exchange, the
 - (3) Tranche I Note was convertible into shares of Common Stock at a conversion price of \$2.44. The Final Maturity Date of the Tranche I Note was October 16, 2018. The Tranche I Note was cancelled upon exchange by the Reporting Persons.

The Reporting Persons exchanged the Tranche II Note, which had a principal balance of \$27,536,427 and \$1,458,941 of principal attributable to paid-in-kind interest for 12,606,681 shares of common stock at a price of \$2.30 per share. At the time of Exchange, the
 - (4) Tranche II Note was convertible into shares of Common Stock at a conversion price of \$2.87. The Final Maturity Date of the Tranche II Note was January 15, 2019. The Tranche II Note was cancelled upon exchange by the Reporting Persons.

The 2015 Warrant was issued in connection with the Exchange. The exercisability of the 2015 Warrant is subject to the approval of the
 - (5) stockholders of Amyris, Inc. Once such approval is obtained, the 2015 Warrant will be exercisable for 14,677,861 shares of Common Stock at an exercise price of \$0.01 per share.

The Equity Funding Warrant was issued in connection with the Exchange. The exercisability of the Equity Funding Warrant is subject to the approval of the stockholders of Amyris, Inc. and the closing of an equity offering by Amyris Inc. in the next six months at a price
 - (6) lower than \$2.30 per share. Once such approval is obtained, the Equity Funding Warrant will be exercisable at an exercise price of \$0.01 per share for a number of shares of Common Stock necessary to prevent the dilution of the beneficial ownership of the Reporting Persons that may result from an equity issuance by Amyris Inc. in the next six months at a price lower than \$2.30 per share. As of the date of this filing, there are 0 shares underlying the Equity Funding Warrant.

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The R&D Warrant was issued in connection with the Exchange. The exercisability of the R&D Warrant is subject to the approval of the stockholders of Amyris, Inc and the exercise of a warrant issued to Total. Once such approval is obtained and Total exercises its R&D warrant, the R&D Warrant will be exercisable for up to 880,339 shares of Common Stock at an exercise price of \$0.01 per share, assuming Total exercises its R&D warrant in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.