



**2010 Equity Incentive Plan**

*(Full title of the plan)*

**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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” 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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**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<br>-- To be issued under the 2010 Equity Incentive Plan | 9,000,000 (2)               | \$ 5.37 (3)                              | \$48,330,000                              | \$6,017.09                 |
| Total  | 9,000,000                   |  | \$48,330,000                              | \$6,017.09                 |

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this registration statement on Form S-8 (this “*Registration Statement*”) shall also cover any additional shares of the Registrant’s (1) common stock that become issuable under the Registrant’s 2010 Equity Incentive Plan, as amended (the “*2010 EIP*”) 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.

Represents an increase in the number of shares available for issuance under the 2010 EIP approved by the Registrant’s Board of Directors and stockholders. 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 (the “*SEC*”) on (2) 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), April 14, 2014 (Registration No. 333-195259), April 2, 2015 (Registration No. 333-203213), April 1, 2016 (Registration No. 333-210569), April 17, 2017 (Registration No. 333-217345) and April 18, 2018 (Registration No. 333-224316).

Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under (3) 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 Stock Market on June 18, 2018.

**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 9,000,000 additional shares of common stock available for issuance under the 2010 EIP. The Registrant's Board of Directors and stockholders have each approved such increase in the number of shares available for issuance under the 2010 EIP.

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), April 14, 2014 (Registration No. 333-195259), April 2, 2015 (Registration No. 333-203213), April 1, 2016 (Registration No. 333-210569), April 17, 2017 (Registration No. 333-217345) and April 18, 2018 (Registration No. 333-224316).

## 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 22<sup>nd</sup> day of June, 2018.

### 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, Kathleen Valiasek and Nicole Kelsey, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b><u>Signature</u></b>                                  | <b><u>Title</u></b>  | <b><u>Date</u></b> |
|--|--|--------------------|
| <u>/s/ John Melo</u><br><b>John Melo</b>                 | Director, President and Chief Executive Officer<br>(Principal Executive Officer) | June 22, 2018      |
| <u>/s/ Kathleen Valiasek</u><br><b>Kathleen Valiasek</b> | Chief Financial Officer<br>(Principal Financial Officer)                         | June 22, 2018      |

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|  |  |               |
|--|--|---------------|
| <u>/s/ Anthony Hughes</u><br><b>Anthony Hughes</b>   | Chief Accounting Officer<br>(Principal Accounting Officer) | June 22, 2018 |
| <u>/s/ John Doerr</u><br><b>John Doerr</b>   | Director   | June 22, 2018 |
| <u>/s/ Geoffrey Duyk</u><br><b>Geoffrey Duyk</b>   | Director   | June 22, 2018 |
| <u>/s/ Philip Eykerman</u><br><b>Philip Eykerman</b>   | Director   | June 22, 2018 |
| <u>/s/ Christoph Goppelsroeder</u><br><b>Christoph Goppelsroeder</b>                                 | Director   | June 22, 2018 |
| <u>/s/ Frank Kung</u><br><b>Frank Kung</b>   | Director   | June 22, 2018 |
| <u>/s/ Carole Piwnica</u><br><b>Carole Piwnica</b>   | Director   | June 22, 2018 |
| <u>/s/ Fernando Reinach</u><br><b>Fernando Reinach</b>   | Director   | June 22, 2018 |
| <u>/s/ HH Sheikh Abdullah bin Khalifa Al Thani</u><br><b>HH Sheikh Abdullah bin Khalifa Al Thani</b> | Director   | June 22, 2018 |

/s/ Christophe Vuillez Director June 22, 2018  
**Christophe Vuillez**

/s/ R. Neil Williams Director June 22, 2018  
**R. Neil Williams**

/s/ Patrick Yang Director June 22, 2018  
**Patrick Yang**



## Exhibit Index

### Exhibit

#### **Number Description**

|              |   |
|--------------|---|
| <u>3.01</u>  | <u>Restated Certificate of Incorporation</u>  |
| <u>3.02</u>  | <u>Certificate of Amendment of the Restated Certificate of Incorporation dated May 9, 2013</u>        |
| <u>3.03</u>  | <u>Certificate of Amendment of the Restated Certificate of Incorporation dated May 12, 2014</u>       |
| <u>3.04</u>  | <u>Certificate of Amendment of the Restated Certificate of Incorporation dated September 18, 2015</u> |
| <u>3.05</u>  | <u>Certificate of Amendment of the Restated Certificate of Incorporation dated May 18, 2016</u>       |
| <u>3.06</u>  | <u>Certificate of Amendment of the Restated Certificate of Incorporation dated June 5, 2017</u>       |
| <u>3.07</u>  | <u>Restated Bylaws</u>  |
| <u>4.01</u>  | <u>Specimen of Common Stock Certificate</u>   |
| <u>4.02</u>  | <u>2010 Equity Incentive Plan, as amended, and forms of award agreements thereunder</u>               |
| <u>5.01</u>  | <u>Opinion of Fenwick &amp; West LLP</u>  |
| <u>23.01</u> | <u>Consent of KPMG LLP, Independent Registered Public Accounting Firm</u>                             |
| <u>23.02</u> | <u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>           |
| <u>23.03</u> | <u>Consent of Fenwick &amp; West LLP (included in Exhibit 5.01)</u>                                   |
| <u>24.01</u> | <u>Power of attorney (included on signature page)</u>   |