

DOERR L JOHN
Form 4
August 21, 2018

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 *
DOERR L JOHN

(Last) (First) (Middle)

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

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 08/17/2018 | | M | 4,877,386 A \$ 4.4 (1) | 10,623,944 | I | By Foris Ventures, LLC (2) |
| Common Stock | 08/17/2018 | | S(3) | 4,877,386 D \$ 6.2188 | 5,746,558 | I | By Foris Ventures, LLC (2) |
| Common Stock | 08/17/2018 | | M | 2,106,217 A \$ 0.0015 (4) | 7,852,775 (5) | I | By Foris Ventures, LLC (2) |
| Common Stock | | | | | 5,532 | D | |

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| | | | |
|--------------|---------|---|---|
| Common Stock | 9,648 | I | By Clarus, LLC ⁽⁶⁾ |
| Common Stock | 248,304 | I | By Kleiner Perkins Caufield & Byers XII, LLC ⁽⁷⁾ |
| Common Stock | 4,531 | I | By KPCB XII Founders Fund, LLC ⁽⁸⁾ |
| Common Stock | 567 | I | By The Vallejo Ventures Trust U/T/A 2/12/96 ⁽⁹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Warrant (Right to Buy) | \$ 4.4 | 08/17/2018 | | M | 4,877,386 ⁽¹⁾ | 07/10/2017 07/10/2022 | Common Stock | |
| Warrant (Right to Buy) | \$ 0.0015 | 08/17/2018 | | M | 2,106,217 ⁽⁴⁾ | 07/10/2017 07/10/2022 | Common Stock | |
| Warrant (Right to Buy) | \$ 0.0015 | 08/17/2018 | | D | 0 ⁽¹⁰⁾ | 07/10/2017 07/10/2022 | Common Stock | |

| | | | | | | | |
|---------------------------|---------|------------|---|-----------|------------|------------|-----------------|
| Warrant (Right to Buy) | \$ 7.52 | 08/17/2018 | A | 4,877,386 | 02/17/2019 | 11/17/2019 | 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 | X | | |

Signatures

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

08/21/2018

**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) Reflects the exercise of a common stock purchase warrant (the "Cash Warrant") issued to Foris Ventures, LLC ("Foris") on May 11, 2017. The exercise price of and number of shares underlying the Cash Warrant reflect (i) a 1-for-15 reverse stock split which became effective on June 5, 2017 and (ii) certain adjustments to the exercise price pursuant to the anti-dilution provisions of the Cash Warrant. In connection with such exercise, the 9.99% beneficial ownership limit applicable to the Cash Warrant was removed.

(2) The Reporting Person indirectly holds all of the membership interests in Foris. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(3) Reflects the sale of common stock issuable upon exercise of the Cash Warrant pursuant to that certain Underwriting Agreement, dated August 17, 2018, among the Issuer, Foris, the other selling stockholders party thereto and B. Riley FBR, Inc. as underwriter.

(4) Reflects the exercise of a common stock purchase warrant (the "Dilution Warrant") issued to Foris on May 11, 2017 to provide Foris with full-ratchet anti-dilution protection with respect to the conversion price of its Series B Preferred Stock (as defined below). The exercise price of and number of shares underlying the Dilution Warrant reflect (i) a 1-for-15 reverse stock split which became effective on June 5, 2017 and (ii) certain adjustments to the number of shares pursuant to the anti-dilution provisions of the Dilution Warrant. In connection with such exercise, the 9.99% beneficial ownership limit applicable to the Dilution Warrant was removed.

(5) Pursuant to the Certificate of Designation for the Issuer's Series B 17.38% Convertible Preferred Stock ("Series B Preferred Stock"), the automatic conversion of the Series B Preferred Stock held by Foris to common stock is being held in abeyance to the extent such conversion would result in Foris beneficially owning in excess of 9.99% of the number of shares of common stock outstanding.

(6) 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.

(7) 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 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.

(8) 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.

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- (9) The Reporting Person is a Trustee of The Vallejo Ventures Trust U/T/A 2/12/96.
- (10) After being exercised in full, the Dilution Warrant was surrendered to the Issuer for cancellation pursuant to the Warrant Exercise Agreement (as defined below). At the time of surrender, the Dilution Warrant was not exercisable for any shares.
- The warrant was issued pursuant to that certain Warrant Exercise Agreement, dated August 17, 2018, between the Issuer and Foris (the
- (11) "Warrant Exercise Agreement") in exchange for Foris exercising the Cash Warrant for cash and surrendering the Dilution Warrant for cancellation.

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.