

AMYRIS, INC.
Form 4
July 31, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Boisseau Philippe

(Last) (First) (Middle)
24 COURS MICHELET
(Street)
92800 PUTEAUX, IO 92800
(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 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)
Common Stock	07/29/2015		P ⁽¹⁾	1,282,051 A	\$ 1.56 14,899,263	I	See footnote (2)
Common Stock	07/29/2015		P ⁽³⁾	30,434,782 A	\$ 2.3 45,334,045	I	See footnote (2)

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

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SEC 1474 (9-02)

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)	
					(A)	(D)	Date Exercisable	Expiration Date
1.5% Senior Secured Convertible Note Due 2017	\$ 7.0682	07/29/2015		J ⁽⁴⁾		\$ 15,000,000	<u>(4)</u>	<u>(4)</u>
1.5% Senior Secured Convertible Note Due 2017	\$ 3.08	07/29/2015		J ⁽⁵⁾		\$ 10,000,000	<u>(5)</u>	<u>(5)</u>
1.5% Senior Secured Convertible Note Due 2017	\$ 3.08	07/29/2015		J ⁽⁴⁾		\$ 20,000,000	<u>(4)</u>	<u>(4)</u>
1.5% Senior Secured Convertible Note Due 2017	\$ 7.0682	07/29/2015		J ⁽⁴⁾		\$ 8,300,751.86	<u>(4)</u>	<u>(4)</u>
1.5% Senior Secured Convertible Note Due 2017	\$ 4.11	07/29/2015		J ⁽⁴⁾		\$ 10,850,000	<u>(4)</u>	<u>(4)</u>
1.5% Senior Secured Convertible Note Due 2017	\$ 4.11	07/29/2015		J ⁽⁴⁾		\$ 10,850,000	<u>(4)</u>	<u>(4)</u>
1.5% Senior Secured Convertible Note Due 2017	\$ 3.08	07/29/2015		P ⁽⁶⁾		\$ 5,000,751.86	<u>(7)</u>	<u>(7)</u>
Warrants (right to	\$ 0.01	07/29/2015		P ⁽¹⁾	128,205		<u>(9)</u>	07/29/2020

buy)

Warrants

(right to buy)	\$ 0.01	07/29/2015	P ⁽¹⁰⁾	2,000,000	⁽⁹⁾	07/29/2020
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Warrants

(right to buy)	\$ 0.01	07/29/2015	P ⁽¹⁰⁾	0 ⁽⁸⁾	⁽⁹⁾	07/29/2020
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boisseau Philippe 24 COURS MICHELET 92800 PUTEAUX, I0 92800	X	X		

Signatures

/s/ Philippe Boisseau by Nicholas Khadder,
Attorney-in-Fact

07/31/2015

**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) Purchase was pursuant to that certain Securities Purchase Agreement dated as of July 24, 2015 by and between the Issuer and the purchasers set forth therein, including Total Energies Nouvelles Activites USA (the "Purchase Agreement").
Held of record by Total Energies Nouvelles Activites USA. Mr. Boisseau, a member of the Issuer's board of directors by deputization, is a member of the Executive Committee of Total S.A., the ultimate parent company of Total Energies Nouvelles Activites USA, and, as such, may be deemed to share voting or investment power over the securities held by Total Energies Nouvelles Activites USA. Mr. Boisseau holds no shares of the Issuer directly and disclaims beneficial ownership of the Common Stock, except to the extent of his pecuniary interest therein, if any.
- (2) Shares were issued in exchange for certain Convertible Notes as listed in Table II below, and pursuant to that certain Exchange Agreement dated as of July 26, 2015 by and between the Issuer and the investors set forth therein, including Total Energies Nouvelles Activites USA (the "Exchange Agreement").
- (3) Note was cancelled pursuant to the Exchange Agreement and that certain Request For Cancellation of Convertible Notes dated July 29, 2015 delivered by Total Energies Nouvelles Activites USA to the Issuer (the "Cancellation Request").
- (4) Note was cancelled pursuant to the Exchange Agreement and the Cancellation Request. The Issuer's obligations under the note were cancelled upon the issuance of a new 1.5% Senior Secured Convertible Note Due 2017.
- (5) Issued pursuant to the Exchange Agreement and the Cancellation Request. The Issuer's obligations under the original note were cancelled upon the issuance of this new 1.5% Senior Secured Convertible Note Due 2017.
- (6) The principal amount of this note is \$5,000,751.86. The note is convertible only in those circumstances described in the note. The Final Maturity Date as defined in the note is March 1, 2017.
- (7) The shares underlying this warrant will be determined upon satisfaction of the Exercise Condition as described in the warrant.
- (8) This warrant is exercisable upon satisfaction of the Exercise Condition as described in the warrant.
- (9) Warrant was issued in connection with the Exchange Agreement.
- (10)

Remarks:

The transactions of the securities reported on this form were pre-approved by the Issuer's board of directors pursuant to Rule 1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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