

AMYRIS, INC.  
Form 8-K  
April 08, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**April 8, 2016**

Date of report (Date of earliest event reported)

**Amyris, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-34885</b>	<b>55-0856151</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**5885 Hollis Street, Suite 100, Emeryville, CA 94608**

(Address of principal executive offices) (Zip Code)

**(510) 450-0761**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

As previously reported, on March 8, 2016, Amyris, Inc. (the “**Company**”) entered into an At Market Issuance Sales Agreement (the “**ATM Agreement**”) with FBR Capital Markets & Co. and MLV & Co. LLC (the “**Agents**”) under which the Company may issue and sell shares of its common stock having an aggregate offering price of up to \$50.0 million (the “**ATM Shares**”) from time to time through the Agents, acting as its sales agents, under the Company’s Registration Statement on Form S-3 (File No. 333-203216), effective April 15, 2015. The entry into the ATM Agreement was previously reported under Item 1.01 and Exhibit 10.1 of the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “**SEC**”) on March 9, 2016, which Item 1.01 and Exhibit 10.1 are incorporated herein by reference.

On April 8, 2016, the Company filed a prospectus supplement, dated April 8, 2016 (the “**ATM Prospectus Supplement**”), with the SEC in connection with the offer, issuance and sale of the ATM Shares.

The Company is filing this Current Report on Form 8-K to provide a legal opinion of its counsel, Fenwick & West LLP, regarding the validity of the common stock offered by the ATM Prospectus Supplement, which opinion is filed herewith as Exhibit 5.01.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit**

**Number Description**

- |       |  |
|-------|--|
| 5.01  | Opinion of Fenwick & West LLP                            |
| 23.01 | Consent of Fenwick & West LLP (included in Exhibit 5.01) |

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **AMYRIS, INC.**

Date: April 8, 2016 By: /s/ Nicholas Khadder  
Nicholas Khadder  
SVP, Corporate  
Secretary, and General  
Counsel

## **EXHIBIT INDEX**

### **Exhibit**

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