

DOERR L JOHN
Form 4
October 11, 2017

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)
10/09/2017

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 | 10/09/2017 | | C(1)(2) | 4,877,385 (1) (2) | A 6.3 (1) (2) | 5,746,558 (1) (2) | I By Foris Ventures, LLC (6) |
| Common Stock | | | | | | 3,266 | D |
| Common Stock | | | | | | 9,648 | I By Clarus, LLC (7) |
| Common Stock | | | | | | 248,304 | I By Kleiner Perkins |

| | | | |
|--------------|-------|---|---|
| Common Stock | 4,531 | I | Caufield & Byers XII, LLC <u>(8)</u> By KPCB XII Founders Fund, LLC <u>(9)</u> |
| Common Stock | 567 | I | By The Vallejo Ventures Trust U/T/A 2/12/96 <u>(10)</u> |

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

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SEC 1474 (9-02)

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 Amount of Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Series B 17.38% Convertible Preferred Stock | \$ 17.25 <u>(3)</u> | 10/09/2017 | | C <u>(1)(2)</u> | 30,728.589 | 07/10/2017 | <u>(4)</u> | Common Stock | 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOERR L JOHN C/O AMYRIS, INC. 5885 HOLLIS STREET, SUITE 100 | | | X | |

EMERYVILLE, CA 94608

Signatures

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

10/11/2017

__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 October 9, 2017, the stated value of the Series B 17.38% Convertible Preferred Stock ("Series B Preferred Stock") held by Foris Ventures, LLC automatically converted to Common Stock at a conversion price of \$17.25 per share pursuant to the terms of the Certificate of Designation of Preferences, Rights and Limitations relating to the Series B Preferred Stock ("Series B Certificate of Designation"). In addition, upon conversion of the Series B Preferred Stock, Foris Ventures, LLC was entitled to receive a payment equal to \$1,738 per \$1,000 of stated value of Series B Preferred Stock, which the Company elected to pay in the form of Common Stock at a price of \$17.25 per share.
- (2) (cont'd) Pursuant to the Series B Certificate of Designation, the automatic conversion of the Series B Preferred Stock held by Foris Ventures, LLC to Common Stock will be held in abeyance to the extent such conversion would cause Foris Ventures, LLC to beneficially own in excess of 4.99% of the number of shares of Common Stock outstanding (as may be increased pursuant to the Series B Certificate of Designation, the "Beneficial Ownership Limitation"), until Foris Ventures, LLC is able to receive such shares without exceeding the Beneficial Ownership Limitation, but all rights under the Series B Certificate of Designation shall cease to apply, other than the right to convert.
- (3) Reflects a 1-for-15 reverse stock split which became effective on June 5, 2017.
- (4) Security automatically converted to Common Stock on October 9, 2017, subject to the Beneficial Ownership Limitation.
- (5) The security was purchased in exchange for the cancellation of \$30,728,589 of existing indebtedness owed by the Issuer to Foris Ventures, LLC.
- (6) The Reporting Person indirectly holds all of the membership interests in Foris Ventures, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) The Reporting Person is a Trustee of The Vallejo Ventures Trust U/T/A 2/12/96.

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.