

AMYRIS, INC.  
Form S-8  
April 18, 2018

As filed with the Securities and Exchange Commission on April 17, 2018

**Registration No. 333-**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form S-8**

**REGISTRATION STATEMENT**

**UNDER THE**

**SECURITIES ACT OF 1933**

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**Amyris, Inc.**

*(Exact name of Registrant as specified in its charter)*

**Delaware**                                **55-0856151**  
*(State or other jurisdiction of incorporation or organization)*   *(I.R.S. Employer Identification Number)*

**Amyris, Inc.**

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

**(510) 450-0761**

*(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)*

**2010 Equity Incentive Plan**

**2010 Employee Stock Purchase Plan**

*(Full title of the plans)*

**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

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filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer		Accelerated Filer
Non-accelerated Filer	(Do not check if a smaller reporting company)	Smaller Reporting Company <input checked="" type="checkbox"/>
		Emerging Growth 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				
-- To be issued under the 2010 Equity Incentive Plan	2,281,871 (2)	\$6.57 (3)	\$14,991,892.47	\$1,866.49
-- To be issued under the 2010 Employee Stock Purchase Plan	365,099 (4)	\$5.58 (5)	\$2,037,252.42	\$253.64
<b>Total</b>	<b>2,646,970</b>		<b>\$17,029,144.89</b>	<b>\$2,120.13</b>

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 common stock that become issuable under the Registrant’s 2010 Equity Incentive Plan (the “*2010 EIP*”) or 2010 Employee Stock Purchase Plan (the “*2010 ESPP*”) 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 automatic increase in the number of shares available for issuance under the 2010 EIP equal to approximately 5% of 45,637,433 shares, the total issued and outstanding shares of the Registrant’s Common Stock as of December 31, 2017 (as reflected in the records of the Registrant’s stock transfer agent). This automatic increase was effective as of January 1, 2018. 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 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) and April 17, 2017 (Registration No. 333-217345).

Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under 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 April 16, 2018.

Represents an increase in the number of shares available for issuance under the 2010 ESPP equal to approximately 0.8% of 45,637,433 shares, the total issued and outstanding shares of the Registrant’s Common Stock as of December 31, 2017 (as reflected in the records of the Registrant’s stock transfer agent). This increase was effective as of January 1, 2018. Shares available for issuance under the 2010 ESPP were previously registered on 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

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(Registration No. 333-187598), April 14, 2014 (Registration No. 333-195259), April 2, 2015 (Registration No. 333-203213) and April 1, 2016 (Registration No. 333-210569).

(5) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under 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 April 16, 2018, multiplied by 85%, which is the percentage of the trading price per share applicable to purchases under the 2010 ESPP.

**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 (1) 2,281,871 additional shares of common stock available for issuance under the 2010 EIP and (2) 365,099 additional shares of common stock reserved for issuance under the 2010 ESPP, pursuant to the provisions of those plans providing for an annual increase in the number of shares subject to such plans equal to the lesser of (i) 5% of the Registrant's issued and outstanding shares of common stock as of December 31, 2017, in the case of the 2010 EIP, and 1% of the Registrant's issued and outstanding shares of common stock as of December 31, 2017, in the case of the 2010 ESPP **or** (ii) a number of shares as determined by the Registrant's Board of Directors. The Registrant's Board of Directors has approved an increase in the number of shares available for issuance under the 2010 EIP of 5% of the Registrant's issued and outstanding shares of common stock as of December 31, 2017 and an increase in the number of shares reserved for issuance under the 2010 ESPP of 0.8% of the Registrant's issued and outstanding shares of common stock as of December 31, 2017.

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) and April 17, 2017 (Registration No. 333-217345).

**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 17th day of April, 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 G. 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> <b>John Melo</b>	Director, President and Chief Executive Officer (Principal Executive Officer)	April 17, 2018

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<u>/s/ Kathleen Valiasek</u> <b>Kathleen Valiasek</b>	Chief Financial Officer (Principal Financial Officer)	April 17, 2018
<u>/s/ Tina Maloney</u> <b>Tina Maloney</b>	Chief Accounting Officer (Principal Accounting Officer)	April 17, 2018
<u>/s/ Geoffrey Duyk</u> <b>Geoffrey Duyk</b>	Director	April 17, 2018
<u>/s/ John Doerr</u> <b>John Doerr</b>	Director	April 17, 2018
<u>/s/ Philip Eykerman</u> <b>Philip Eykerman</b>	Director	April 17, 2018
<u>/s/ Christoph Goppelsroeder</u> <b>Christoph Goppelsroeder</b>	Director	April 17, 2018
<u>/s/ Carole Piwnica</u> <b>Carole Piwnica</b>	Director	April 17, 2018
<u>/s/ Fernando Reinach</u> <b>Fernando Reinach</b>	Director	April 17, 2018
<u>/s/ Christophe Vuillez</u> <b>Christophe Vuillez</b>	Director	April 17, 2018
<u>/s/ R. Neil Williams</u> <b>R. Neil Williams</b>	Director	April 17, 2018



/s/ Patrick Yang Director April 17, 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 and forms of award agreements thereunder</u>
<u>4.03</u>	<u>2010 Employee Stock Purchase Plan and form of subscription agreement thereunder</u>
<u>4.04</u>	<u>Amendment Number One, dated February 16, 2017, to the Amyris, Inc. 2010 Employee Stock Purchase Plan</u>
<u>4.05</u>	<u>Amendment Number Two, dated February 9, 2018, to the Amyris, Inc. 2010 Employee Stock Purchase Plan</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>

