

Kung Frank
Form 4
August 21, 2018

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 *
Kung Frank

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AMYRIS, INC., 5885 HOLLIS STREET, SUITE 100

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

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

(Street)
EMERYVILLE, CA 94608

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

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 | 08/17/2018 | | M | 964,927 ⁽¹⁾ A \$ 4.26 | 3,448,664 | I | by Vivo Capital Fund VIII, L.P. ⁽²⁾ |
| Common Stock | 08/17/2018 | | M | 133,246 ⁽¹⁾ A \$ 4.26 | 476,220 | I | by Vivo Capital Surplus Fund VIII, L.P. ⁽²⁾ |
| | 08/17/2018 | | S ⁽³⁾ | 2,439,848 D | 1,008,816 | I | |

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|--------------|------------|------------------|-----------|---|------------|-----------|---|---|
| Common Stock | | | | | \$ 6.2188 | | | By Vivo Capital Fund VIII, L.P. (2) |
| Common Stock | 08/17/2018 | S ⁽³⁾ | 336,914 | D | \$ 6.2188 | 139,306 | I | By Vivo Capital Surplus Fund VIII, L.P. (2) |
| Common Stock | 08/17/2018 | M | 3,465,693 | A | \$ 4.4 (4) | 4,474,509 | I | By Vivo Capital Fund VIII, L.P. (2) |
| Common Stock | 08/17/2018 | M | 478,571 | A | \$ 4.4 (4) | 617,877 | I | By Vivo Capital Surplus Fund VIII, L.P. (2) |
| Common Stock | 08/20/2018 | S ⁽³⁾ | 1,008,816 | D | \$ 6.2188 | 3,465,693 | I | By Vivo Capital Fund VIII, L.P. (2) |
| Common Stock | 08/20/2018 | S ⁽³⁾ | 139,306 | D | \$ 6.2188 | 478,571 | I | By Vivo Capital Surplus Fund VIII, L.P. (2) |
| Common Stock | 08/20/2018 | M | 1,432,977 | A | \$ 4.4 (4) | 4,898,670 | I | By Vivo Capital Fund VIII, L.P. (2) |
| Common Stock | 08/20/2018 | M | 197,877 | A | \$ 4.4 (4) | 676,448 | I | By Vivo Capital Surplus Fund VIII, L.P. (2) |
| Common Stock | | | | | | 4,266 | D | |

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

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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) | | 7. Title Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|--|-------------------------|--|-----------------|--------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series D Convertible Preferred Stock | \$ 4.26 | 08/17/2018 | | M | | 4,110,589 | 08/03/2017 | <u>(5)</u> | Common Stock |
| Series D Convertible Preferred Stock | \$ 4.26 | 08/17/2018 | | M | | 567,628 | 08/03/2017 | <u>(5)</u> | Common Stock |
| Warrant (Right to Buy) | \$ 4.4 | 08/17/2018 | | M | | 3,465,693 <u>(4)</u> | 08/03/2017 | 08/03/2022 | Common Stock |
| Warrant (Right to Buy) | \$ 4.4 | 08/17/2018 | | M | | 478,571 <u>(4)</u> | 08/03/2017 | 08/03/2022 | Common Stock |
| Warrant (Right to Buy) | \$ 0.0001 | 08/17/2018 | | D | | 0 <u>(6)</u> | 05/23/2018 | 05/23/2023 | Common Stock |
| Warrant (Right to Buy) | \$ 0.0001 | 08/17/2018 | | D | | 0 <u>(6)</u> | 05/23/2018 | 05/23/2023 | Common Stock |

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| | | | | | | | | |
|------------------------------|---------|------------|---|-------------------------|--|------------|------------|--------------|
| Warrant (Right to Buy) | \$ 7.52 | 08/17/2018 | A | 4,488,072 | | 02/17/2019 | 11/17/2019 | Comm Stoc |
| Warrant (Right to Buy) | \$ 7.52 | 08/17/2018 | A | 619,749 | | 02/17/2019 | 11/17/2019 | Comm Stoc |
| Warrant (Right to Buy) | \$ 4.4 | 08/20/2018 | M | 1,432,977 <u>(4)</u> | | 08/03/2017 | 08/03/2022 | Comm Stoc |
| Warrant (Right to Buy) | \$ 4.4 | 08/20/2018 | M | 197,877 <u>(4)</u> | | 08/03/2017 | 08/03/2022 | Comm Stoc |
| Warrant (Right to Buy) | \$ 7.52 | 08/20/2018 | A | 1,855,706 | | 02/20/2019 | 11/20/2019 | Comm Stoc |
| Warrant (Right to Buy) | \$ 7.52 | 08/20/2018 | A | 256,251 | | 02/20/2019 | 11/20/2019 | Comm Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kung Frank C/O AMYRIS, INC. 5885 HOLLIS STREET, SUITE 100 EMERYVILLE, CA 94608 | X | | | |

Signatures

/s/ Frank Kung 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).

Reflects the conversion of shares of the Issuer's Series D Convertible Preferred Stock issued on August 3, 2017. Each share of Series D
(1) Convertible Preferred Stock has a stated value of \$1,000 and is convertible at any time at the option of the holder into common stock of the Issuer, subject to a 9.99% beneficial ownership limit.

The General Partner of the holder is Vivo Capital VIII, LLC, of which the Reporting Person is a voting member. The Reporting Person may be deemed to share voting and dispositive power over these shares with four (4) other voting members. The Reporting Person
(2) disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

Reflects the sale of common stock pursuant to that certain Underwriting Agreement, dated August 17, 2018, among the Issuer, Vivo
(3) Capital Fund VIII, L.P., Vivo Capital Surplus Fund VIII, L.P., the other selling stockholders party thereto and B. Riley FBR, Inc. as underwriter.

Reflects the exercise of common stock purchase warrants (the "Cash Warrants") issued on August 3, 2017. In connection with such
(4) exercise, (i) the exercise price of the Cash Warrants was reduced from \$6.39 per share to \$4.40 per share and (ii) the 9.99% beneficial ownership limit applicable to the Cash Warrants was removed.

(5) The Series D Convertible Preferred Stock has no expiration date.

Reflects the surrender of common stock purchase warrants issued on August 3, 2017 to provide the holders with full-ratchet anti-dilution protection with respect to the conversion price of their Series D Convertible Preferred Stock (the "Dilution Warrants"), to the Issuer for
(6) cancellation pursuant to the Warrant Exercise Agreements (as defined below). At the time of surrender, the Dilution Warrants were not exercisable for any shares.

The warrants were issued pursuant to those certain Warrant Exercise Agreements, each dated August 17, 2018, between the Issuer and
(7) each of Vivo Capital Fund VIII, L.P. and Vivo Capital Surplus Fund VIII, L.P. (the "Warrant Exercise Agreements") in exchange for such holders exercising their Cash Warrants for cash and surrendering their Dilution Warrants 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.

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