

AMYRIS, INC.  
Form S-8  
April 14, 2014

As filed with the Securities and Exchange Commission on April 14, 2014  
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 (I.R.S. Employer  
incorporation or organization) 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

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer [ ]

Accelerated Filer [x]

Non-accelerated Filer [ ]

Smaller Reporting Company [ ]

(Do not check if a smaller reporting company)

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## 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	3,833,141 (2)	\$ 3.54 (3)	\$ 13,569,319	\$ 1,747,73
-- To be issued under the 2010 Employee Stock Purchase Plan	766,628 (4)	\$ 3.01 (5)	2,307,550	\$ 297.21
Total	4,599,769		\$ 15,876,869	\$ 2,044.94

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "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 ("2010 EIP") or 2010 Employee Stock Purchase Plan ("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.
- (2) Represents an automatic increase in the number of shares available for issuance under the 2010 EIP equal to approximately 5% of 76,662,812 shares, the total outstanding shares of the Registrant's Common Stock as of December 31, 2013. This automatic increase was effective as of January 1, 2014. 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 ("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) and May 20, 2013 (Registration No. 333-188711).
- (3) 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 Global Market on April 11, 2014.
- (4) Represents an automatic increase in the number of shares available for issuance under the 2010 ESPP equal to approximately 1% of 76,662,812 shares, the total outstanding shares of the Registrant's Common Stock as of December 31, 2013. This automatic increase was effective as of January 1, 2014. 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 (File No. 333-169715), February 28, 2011 (Registration No. 333-172514), March 9, 2012 (Registration No. 333-180006) and March 28, 2013 (Registration No. 333-187598).
- (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 Global Market on April 11, 2014, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the Registrant's 2010 Employee Stock Purchase Plan.

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) 3,833,141 additional shares of common stock under the Registrant's 2010 EIP and (2) 766,628 additional shares of common stock under its 2010 ESPP pursuant to the provisions of those plans providing for an automatic increase in the number of shares of common stock reserved for issuance under such plans. 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) and May 20, 2013 (Registration No. 333-188711).

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## 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 14th day of April, 2014.

AMYRIS, INC.

By: /s/ John G. 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 Melo, Paulo Diniz and Nicholas Khadder, and each of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents 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 attorneys-in-fact and agents, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ John G. Melo	Director, President and Chief Executive Officer	April 14, 2014
John G. Melo	(Principal Executive Officer)	
/s/ Paulo Diniz	Interim Chief Financial Officer	January 27, 2014
Paulo Diniz	(Principal Financial Officer)	
/s/ Karen Weaver	Vice President and Corporate Controller	January 29, 2014
Karen Weaver	(Principal Accounting Officer)	
/s/ Arthur Levinson Arthur Levinson, Ph.D.	Director	January 28, 2014
/s/ Philippe Boisseau Philippe Boisseau	Director	January 27, 2014

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/s/ Nam-Hai Chua Nam-Hai Chua, Ph.D.	Director	January 24, 2014
/s/ John Doerr John Doerr	Director	January 28, 2014
/s/ Geoffrey Duyk Geoffrey Duyk, M.D., Ph.D.	Director	January 22, 2014
/s/ Carole Piwnica Carole Piwnica	Director	January 23, 2014
/s/ Fernando Reinach Fernando Reinach, Ph.D.	Director	January 23, 2014
/s/ HH Sheikh Abdullah bin Khalifa Al Thani HH Sheikh Abdullah bin Khalifa Al Thani	Director	January 27, 2014
/s/ R. Neil Williams R. Neil Williams	Director	January 22, 2014

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## EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filing Date	Filed Herewith
		Form	File No.	Exhibit		
4.01	Restated Certificate of Incorporation of the Registrant	10-Q	001-34885	3.1	11/10/2010	
4.02	Certificate of Amendment of the Restated Certificate of Incorporation	S-8	333-188711	May 20, 2013	4.02	
4.02	Restated Bylaws of the Registrant	10-Q	001-34885	3.2	11/10/2010	
4.03	Form of Registrant's common stock certificate	S-1	333-166135	4.01	07/06/2010	
4.13	2010 Equity Incentive Plan of the Registrant and forms of award agreements thereunder	S-1	333-166135	10.44	06/23/2010	
4.14	2010 Employee Stock Purchase Plan of the Registrant and form of Subscription Agreement thereunder	S-1	333-166135	10.45	07/06/2010	
5.01	Opinion of Fenwick & West LLP					X
23.01	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
23.02	Consent of Fenwick & West LLP (contained in Exhibit 5.01)					X
24.01	Power of Attorney (included on the signature page to this Registration Statement)					X