

AMYRIS, INC.

Form 3

September 27, 2010

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Khosla Ventures II, L.P.

(Last) (First) (Middle)

3000 SAND HILL
ROAD,Â BUILDING 3, SUITE
190

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/27/2010

3. Issuer Name **and** Ticker or Trading Symbol
AMYRIS, INC. [AMRS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

145,166

I

See Footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------|--------------------|--------------|----------------------------------|----------|--|------------------|
| Series A Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 3,179,674 (2) | \$ (2) | I | See Footnote (3) |
| Series B Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 138,919 (4) | \$ (4) | I | See Footnote (3) |
| Series C Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 419,687 (2) | \$ (2) | I | See Footnote (1) |
| Series A Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 58,472 (2) | \$ (2) | D (5) | Â |
| Series B Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 2,555 (4) | \$ (4) | D (5) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Khosla Ventures II, L.P. 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| Khosla Ventures Associates II, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| Khosla Ventures III, L.P. 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| Khosla Ventures Associates III, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| VK Services, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |

Signatures

/s/ Khosla Ventures II, L.P., by Khosla Ventures Associates II, LLC, its General Partner

09/27/2010

**Signature of Reporting Person

Date

/s/ Khosla Ventures Associates II, LLC

09/27/2010

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__Signature of Reporting Person

Date

/s/ Khosla Ventures III, L.P., by Khosla Ventures Associates III, LLC, its General Partner

09/27/2010

__Signature of Reporting Person

Date

/s/ Khosla Ventures Associates III, LLC

09/27/2010

__Signature of Reporting Person

Date

/s/ VK Services, LLC, by Vinod Khosla, its Managing Director

09/27/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The securities are owned by Khosla Ventures III, L.P. ("Khosla III"). Khosla Ventures Associates III, LLC ("KVA III") is the general partner of Khosla III and possesses sole voting and investment control over the shares owned by Khosla III and may be deemed to have indirect beneficial ownership of the shares held by Khosla III. KVA III however owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(2) Upon the closing of the Issuer's initial public offering, each outstanding share of Series A Preferred Stock and Series C Preferred Stock will be automatically converted into one share of the Issuer's Common Stock. The Series A Preferred Stock and Series C Preferred Stock have no expiration date.

(3) The securities are owned by Khosla Ventures II, L.P. ("Khosla II"). VK Services, LLC serves as the manager of Khosla Ventures Associates II, LLC ("KVA II"), which serves as the general partner of Khosla II, and VK Services, LLC possesses sole voting and investment control over the shares owned by Khosla II and may be deemed to have indirect beneficial ownership of the shares held by Khosla II. KVA II however owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(4) Upon completion of the Issuer's initial public offering, each outstanding share of Series B Preferred Stock will be automatically converted into 1.118 shares of the Issuer's Common Stock. The number of shares of underlying Common Stock reported in Column 3 does not reflect this automatic conversion. The Series B Preferred Stock has no expiration date.

(5) The securities are owned by VK Services, LLC. VK Services, LLC serves as the manager of KVA II.

Â

Remarks:

ExhibitÂ ListÂ -----Â ExhibitÂ 99Â -Â JointÂ FilerÂ InformationÂ Statement

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.