

AMYRIS, INC.
Form 4
September 30, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Khosla Ventures II, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2010

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

3000 SAND HILL ROAD, BUILDING 3, SUITE 190

(Street)

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

MENLO PARK, CA 94025

(City) (State) (Zip)

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	09/30/2010		C	419,687	A	<u>(1)</u>	564,853	I	See Footnote <u>(2)</u>
Common Stock	09/30/2010		C	3,179,674	A	<u>(3)</u>	3,179,674	I	See Footnote <u>(4)</u>
Common Stock	09/30/2010		C	155,311	A	<u>(5)</u>	3,334,985	I	See Footnote <u>(4)</u>
Common Stock	09/30/2010		C	58,472	A	<u>(3)</u>	58,472	D <u>(6)</u>	

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Common Stock 09/30/2010 C 2,856 A (5) 61,328 D (6)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	<u>(3)</u>	09/30/2010		C	3,179,674	<u>(3)</u> <u>(3)</u>	Common Stock 3,179,
Series B Convertible Preferred Stock	<u>(5)</u>	09/30/2010		C	138,919	<u>(5)</u> <u>(5)</u>	Common Stock 155,3
Series C Convertible Preferred Stock	<u>(1)</u>	09/30/2010		C	419,687	<u>(1)</u> <u>(1)</u>	Common Stock 419,6
Series A Convertible Preferred Stock	<u>(3)</u>	09/30/2010		C	58,472	<u>(3)</u> <u>(3)</u>	Common Stock 58,4
Series B Convertible Preferred Stock	<u>(5)</u>	09/30/2010		C	2,555	<u>(5)</u> <u>(5)</u>	Common Stock 2,85

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Khosla Ventures II, L.P.
 3000 SAND HILL ROAD
 BUILDING 3, SUITE 190
 MENLO PARK, CA 94025

Khosla Ventures Associates II, LLC
 3000 SAND HILL ROAD
 BUILDING 3, SUITE 190
 MENLO PARK, CA 94025 X

Khosla Ventures III, L.P.
 3000 SAND HILL ROAD
 BUILDING 3, SUITE 190
 MENLO PARK, CA 94025 X

Khosla Ventures Associates III, LLC
 3000 SAND HILL ROAD
 BUILDING 3, SUITE 190
 MENLO PARK, CA 94025 X

VK Services, LLC
 3000 SAND HILL ROAD
 BUILDING 3, SUITE 190
 MENLO PARK, CA 94025 X

Signatures

/s/ Khosla Ventures II, L.P., by Khosla Ventures Associates II, LLC, its General Partner 09/30/2010

__Signature of Reporting Person Date

/s/ Khosla Ventures Associates II, LLC 09/30/2010

__Signature of Reporting Person Date

/s/ Khosla Ventures III, L.P., by Khosla Ventures Associates III, LLC, its General Partner 09/30/2010

__Signature of Reporting Person Date

/s/ Khosla Ventures Associates III, LLC 09/30/2010

__Signature of Reporting Person Date

/s/ VK Services, LLC, by Vinod Khosla, its Managing Director 09/30/2010

__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) Each share of the Issuer's Series C Preferred Stock converted automatically into shares of the Issuer's Common Stock on a 1 to 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

(2) 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.

(3)

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Each share of the Issuer's Series A Preferred Stock converted automatically into shares of the Issuer's Common Stock on a 1 to 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

- 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
- (4) 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.
 - (5) Each share of the Issuer's Series B Preferred Stock converted automatically into shares of the Issuer's Common Stock on a 1 to 1.118 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (6) The securities are owned by VK Services, LLC. VK Services, LLC serves as the manager of KVA II.

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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.