

AMYRIS, INC.  
Form S-8  
March 09, 2012

As filed with the Securities and Exchange Commission on March 9, 2012

Registration No. 333-

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

**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Amyris, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

Amyris, Inc.

**55-0856151**  
(I.R.S. Employer  
Identification Number)

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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

Non-accelerated Filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	
Common Stock, \$0.0001 par value				
To be issued under the 2010 Equity Incentive Plan	2,296,627(2)	\$4.73(3)	\$10,863,045.71	\$1,245.00
To be issued under the 2010 Employee Stock Purchase Plan	459,325(4)	\$4.0205(5)	\$1,846,716.17	\$212.00
Total	2,755,952		\$12,709,761.88	\$1,457.00

- (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 45,933,138 shares, the total outstanding shares of the Registrant's Common Stock as of December 31, 2011. This automatic increase was effective as of January 1, 2012. 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) and February 28, 2011 (Registration No. 333-172514).
- (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 March 5, 2012.
- (4) Represents an automatic increase in the number of shares available for issuance under the 2010 ESPP equal to approximately 1% of 45,933,138 shares, the total outstanding shares of the Registrant's Common Stock as of December 31, 2011. This automatic increase was effective as of January 1, 2012. 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) and February 28, 2011 (Registration No. 333-172514).
- (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 March 5, 2012, 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) 2,296,627 additional shares of common stock under the Registrant's 2010 EIP and (2) 459,325 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) and February 28, 2011 (Registration No. 333-172514).

**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 9th day of March, 2012.

**AMYRIS, INC.**

By: /s/ John G. Melo  
John G. 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, Jeryl L. Hilleman and Tamara L. Tompkins, 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ John Melo John Melo	Director, President and Chief Executive Officer (Principal Executive Officer)	March 9, 2012
/s/ Jeryl Hilleman Jeryl Hilleman	Chief Financial Officer (Principal Accounting and Financial Officer)	March 9, 2012
/s/ Ralph Alexander Ralph Alexander	Director	March 9, 2012
/s/ Philippe Boisseau Philippe Boisseau	Director	March 9, 2012
/s/ John Doerr John Doerr	Director	March 9, 2012
/s/ Samir Kaul Samir Kaul	Director	March 9, 2012
/s/ Arthur Levinson Arthur Levinson, Ph.D.	Director	March 9, 2012
/s/ Patrick Pichette  Patrick Pichette	Director	March 9, 2012
/s/ Carol Piwnica Carole Piwnica	Director	March 9, 2012

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/s/ Neil Renninger  
Neil Renninger, Ph.D.

Director

March 9, 2012

/s/ Fernando Reinach  
Fernando Reinach, Ph.D.

Director

March 9, 2012

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**EXHIBIT INDEX**

Exhibit Number	Exhibit Description	Form	Incorporated by Reference			Filed Herewith
			File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant	10-Q	001-34885	3.1	11/10/2010	
4.2	Restated Bylaws of the Registrant	10-Q	001-34885	3.2	11/10/2010	
4.3	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	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (included on the signature page to this Registration Statement)					X