

AMYRIS, INC.
Form 3
September 27, 2010

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Khosla Ventures II, L.P. | | (Month/Day/Year) | AMYRIS, INC. [AMRS] | |
| (Last) | (First) | (Middle) | 09/27/2010 | |
| 3000 SAND HILL ROAD,Â BUILDING 3, SUITE 190 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MENLO PARK,Â CAÂ 94025 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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)

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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 Derivative | 5. 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, CA 94025 | Â | Â X | Â | Â |
| Khosla Ventures Associates II, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Khosla Ventures III, L.P. 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Khosla Ventures Associates III, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| VK Services, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 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.

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.

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.

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Remarks:

Exhibit List ----- Exhibit 99 - Joint Filer Information 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.