

AMYRIS, INC.
Form SC 13D/A
May 26, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 2 to
SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Amyris, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

03236M101

(CUSIP Number)

Eu Jin Chua

Managing Director, Legal & Regulations

Temasek International Pte. Ltd.

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(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

May 21, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on this cover page shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 NAMES OF REPORTING PERSONS:

Temasek Holdings (Private) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS:

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Republic of Singapore

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

39,340,967*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

39,340,967*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,340,967*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

36.12%**

14 TYPE OF REPORTING PERSON:

HC

* See Item 5 of this statement on Schedule 13D. Includes (i) 2,670,370 shares of Common Stock issuable upon conversion of the Convertible Notes, (ii) 16,723,140 shares of Common Stock issuable upon conversion of the Tranche I Note and (iii) 9,593,979 shares of Common Stock issuable upon conversion of the Tranche II Note (as defined below).

** Based on 108,911,709 shares of Common Stock which is the sum of the (a) 79,924,220 shares of common stock outstanding on March 26, 2015, as set forth in the Issuer's Registration Statement on Form S-3 (No. 333-204102) filed with the Securities and Exchange Commission on May 12, 2015, (b) the 28,987,489 shares of Common Stock that may be obtained upon conversion of the Convertible Notes, Tranche I Note and Tranche II Note.

1 NAMES OF REPORTING PERSONS:

Fullerton Management Pte Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS:

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Republic of Singapore

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

39,340,967*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

39,340,967*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,340,967*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

36.12%**

14 TYPE OF REPORTING PERSON:

HC

* See Item 5 of this statement on Schedule 13D. Includes (i) 2,670,370 shares of Common Stock issuable upon conversion of the Convertible Notes, (ii) 16,723,140 shares of Common Stock issuable upon conversion of the Tranche I Note and (iii) 9,593,979 shares of Common Stock issuable upon conversion of the Tranche II Note (as defined below).

** Based on 108,911,709 shares of Common Stock which is the sum of the (a) 79,924,220 shares of common stock outstanding on March 26, 2015, as set forth in the Issuer's Registration Statement on Form S-3 (No. 333-204102) filed with the Securities and Exchange Commission on May 12, 2015, (b) the 28,987,489 shares of Common Stock that may be obtained upon conversion of the Convertible Notes, Tranche I Note and Tranche II Note.

1 NAMES OF REPORTING PERSONS:

Cairnhill Investments (Mauritius) Pte Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS:

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Mauritius

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

39,340,967*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

39,340,967*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

39,340,967*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

36.12%**

14 TYPE OF REPORTING PERSON:

HC

* See Item 5 of this statement on Schedule 13D. Includes (i) 2,670,370 shares of Common Stock issuable upon conversion of the Convertible Notes, (ii) 16,723,140 shares of Common Stock issuable upon conversion of the Tranche I Note and (iii) 9,593,979 shares of Common Stock issuable upon conversion of the Tranche II Note (as defined below).

** Based on 108,911,709 shares of Common Stock which is the sum of the (a) 79,924,220 shares of common stock outstanding on March 26, 2015, as set forth in the Issuer's Registration Statement on Form S-3 (No. 333-204102) filed with the Securities and Exchange Commission on May 12, 2015, (b) the 28,987,489 shares of Common Stock that may be obtained upon conversion of the Convertible Notes, Tranche I Note and Tranche II Note.

1 NAMES OF REPORTING PERSONS:

Maxwell (Mauritius) Pte Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS:

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Mauritius

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

39,340,967*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

39,340,967*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

39,340,967*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

36.12%**

14 TYPE OF REPORTING PERSON:

CO

* See Item 5 of this statement on Schedule 13D. Includes (i) 2,670,370 shares of Common Stock issuable upon conversion of the Convertible Notes, (ii) 16,723,140 shares of Common Stock issuable upon conversion of the Tranche I Note and (iii) 9,593,979 shares of Common Stock issuable upon conversion of the Tranche II Note (as defined below).

** Based on 108,911,709 shares of Common Stock which is the sum of the (a) 79,924,220 shares of common stock outstanding on March 26, 2015, as set forth in the Issuer's Registration Statement on Form S-3 (No. 333-204102) filed with the Securities and Exchange Commission on May 12, 2015, (b) the 28,987,489 shares of Common Stock that may be obtained upon conversion of the Convertible Notes, Tranche I Note and Tranche II Note.

Note to Schedule 13D

This Amendment No. 2 (**Amendment No. 2**) to Schedule 13D amends and supplements the Schedule 13D filed on November 25, 2014 (the **Original Schedule 13D**) and Amendment No. 1 to the Original Schedule 13D filing on December 19, 2014 (**Amendment No. 1** , together with the Original Schedule 13D and this Amendment No. 2, the **Statement**), and is being filed by Temasek Holdings (Private) Limited (**Temasek**), Fullerton Management Pte Ltd (**FMPL**), Cairnhill Investments (Mauritius) Pte Ltd (**Cairnhill**) and Maxwell (Mauritius) Pte Ltd (**Maxwell**) (Temasek, FMPL, Cairnhill and Maxwell are collectively referred to hereinafter as the **Reporting Persons**) in respect of the common stock, par value of \$0.0001 per share, of Amyris, Inc. (the **Issuer**), a Delaware corporation with its principal executive offices located at 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

This Amendment No. 2 is being filed by the Reporting Persons solely to report that the Reporting Persons have accepted the confirmation from the Issuer that the Issuer achieved certain milestones set forth in the terms of the Tranche I Note (as defined below) and that the conversion price of the Notes is equal to \$2.44. The terms of the Tranche I Note provided for a conversion price of \$2.15 if the applicable milestone was not achieved and the beneficial ownership calculations included in Amendment No. 1 were calculated on the basis of a conversion price of \$2.15.

Accordingly, as of the date hereof, the Reporting Persons have the right to acquire 16,723,140 shares of Common Stock issuable upon conversion of a previously acquired senior convertible note with a current face value of \$40,804,463.70 (the **Tranche I Note**). The face value of the Tranche I Note includes interest paid-in-kind by the Issuer on each of interest payment dates in accordance with the terms of the Tranche I Note. Pursuant to Rule 13d-3(d)(1), Maxwell is deemed to be the beneficial owner of the 16,723,140 shares of Common Stock issuable upon conversion of the Tranche I Note.

Capitalized terms used but not defined herein have the meanings given to them in the Statement.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

(a) As of May 26, 2015, Maxwell is the direct beneficial owner of 10,353,478 shares of Common Stock. Maxwell is deemed under Rule 13d-3(d)(1) to have beneficial ownership of (i) the shares of Common Stock issuable upon conversion of the Tranche I Note, (ii) the shares of Common Stock issuable upon conversion of the Tranche II Note, and (iii) the shares of Common Stock issuable upon conversion of the Convertible Notes. Maxwell is deemed to be the beneficial owner of 16,723,140 shares of Common Stock issuable upon conversion of the Tranche I Note, 9,593,979 shares of Common Stock issuable upon conversion of the Tranche II Note and 2,670,370 shares of Common Stock issuable upon conversion of the Convertible Notes.

As of May 26, 2015, Maxwell is the direct beneficial owner and deemed beneficial owner of 39,340,967 shares of Common Stock.

The percentage of beneficial ownership of the Reporting Persons was calculated by dividing (i) the respective shares of Common Stock beneficially owned and deemed to be beneficially owned by the Reporting Persons as of May 26, 2015 (as set forth in the prior paragraph) by (ii) 108,911,709 shares of Common Stock, which is the sum of the (a) 79,924,220 shares of Common Stock outstanding as of March 26, 2015, as set forth in Issuer's Registration Statement on Form S-3 (No. 333-204102) filed with the Securities and Exchange Commission on May 12, 2015 and (b) the 28,987,489 shares of Common Stock that may be obtained by Maxwell upon conversion of the Tranche I Note, Tranche II Note and the Convertible Notes held by Maxwell.

To the knowledge of the Reporting Persons, the executive officers and directors of the Reporting Persons have no beneficial ownership of Common Stock separate from the beneficial ownership held by the Reporting Persons.

(b) Cairnhill, through its ownership of Maxwell, may be deemed to share voting and dispositive power over the 39,340,967 shares of Common Stock beneficially owned or deemed to be beneficially owned by Maxwell.

FMPL, through its ownership of Cairnhill, may be deemed to share voting and dispositive power over the 39,340,967 shares of Common Stock beneficially owned or deemed to be beneficially owned by Cairnhill and Maxwell.

Temasek, through its ownership of FMPL, may be deemed to share voting and dispositive power over the 39,340,967 shares of Common Stock beneficially owned or deemed to be beneficially owned by FMPL, Cairnhill and Maxwell.

(c) The Reporting Persons have not engaged in any transactions in the Issuer's securities during the sixty days prior to the obligation to file this Schedule 13D. To the knowledge of the Reporting Persons, there have been no transactions by any director or executive officer of any of the Reporting Persons in securities of the Issuer during the past sixty days.

(d) Not Applicable.

(e) Not Applicable.

Item 7. Materials to be Filed as Exhibits.

Exhibit No.

Description

- 1 Information regarding the Instruction C persons.
- 2 Letter Agreement, dated February 23, 2013, among Amyris, Inc., Maxwell (Mauritius) Pte Ltd,
and certain other investors.⁽¹⁾
- 3 Securities Purchase Agreement, made and entered into as of August 8, 2013, by and among
Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽²⁾
- 4 Amendment No. 1 to Securities Purchase Agreement, dated October 16, 2013 by and among
Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽³⁾
- 5 Amendment No. 2 to Securities Purchase Agreement, dated December 24, 2013 by and among
Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽⁴⁾
- 6 Warrant to Purchase Stock, dated October 16, 2013, issued to Maxwell (Mauritius) Pte Ltd.⁽⁵⁾
- 7 Amended and Restated Investors Rights Agreement, dated June 21, 2010, by and among Amyris
Biotechnologies, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽⁶⁾
- 8 Amendment No. 1 to Amended and Restated Investors Rights Agreement, dated February 23,
2012, by and among Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽⁷⁾
- 9 Amendment No. 2 to Amended and Restated Investors Rights Agreement, dated December 24,
2012, by and among Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽⁸⁾
- 10 Amendment No. 3 to Amended and Restated Investors Rights Agreement, dated March 27,
2013, by and among Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽⁹⁾
- 11 Amendment No. 4 to Amended and Restated Investors Rights Agreement, dated October 16,
2013, by and among Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽¹⁰⁾

- 12 Amendment No. 5 to Amended and Restated Investors Rights Agreement, dated December 24, 2013, by and among Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽¹¹⁾
- 13 Voting Agreement, dated August 8, 2013, among Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽¹²⁾
- 14 Amended and Restated Letter Agreement, dated May 8, 2014, among Amyris, Inc., Maxwell (Mauritius) Pte Ltd, and certain other investors.⁽¹³⁾
- 15 Joint Filing Agreement.⁽¹⁴⁾

- (1) Incorporated by reference to Exhibit 4.02 to the Issuer's Form 10-Q (No. 001-34885) for the quarterly period ended March 31, 2012 filed with the Securities and Exchange Commission on May 9, 2012.
- (2) Incorporated by reference to Exhibit 4.01 to the Issuer's Form 10-Q (No. 001-34885) for the quarterly period ended September 30, 2013 filed with the Securities and Exchange Commission on November 5, 2013.
- (3) Incorporated by reference to Exhibit 4.24 to the Issuer's Form 10-K (No. 001-34885) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 2, 2014.
- (4) Incorporated by reference to Exhibit 4.25 to the Issuer's Form 10-K (No. 001-34885) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 2, 2014.
- (5) Incorporated by reference to Exhibit 4.09 to the Issuer's Form 10-K (No. 001-34885) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 2, 2014.
- (6) Incorporated by reference to Exhibit 4.02 to the Issuer's Form S-1 (No. 333-166135) filed with the Securities and Exchange Commission on June 23, 2010.
- (7) Incorporated by reference to Exhibit 4.06 to the Issuer's Form S-3 (No. 333-180005) filed with the Securities and Exchange Commission on March 9, 2012.
- (8) Incorporated by reference to Exhibit 4.04 to the Issuer's Form 10-K (No. 001-34885) for the year ended December 31, 2012 filed with the Securities and Exchange Commission on March 28, 2013.
- (9) Incorporated by reference to Exhibit 4.02 to the Issuer's Form 10-Q (No. 001-34885) for the quarterly period ended March 31, 2013 filed with the Securities and Exchange Commission on June 9, 2013.
- (10) Incorporated by reference to Exhibit 4.06 to the Issuer's Form 10-K (No. 001-34885) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 2, 2014.
- (11) Incorporated by reference to Exhibit 4.07 to the Issuer's Form 10-K (No. 001-34885) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 2, 2014.
- (12) Incorporated by reference to Exhibit 4.02 to the Issuer's Form 10-Q (No. 001-34885) for the quarterly period ended September 30, 2013 filed with the Securities and Exchange Commission on November 5, 2013.
- (13) Incorporated by reference to Exhibit 4.01 to the Issuer's Form 10-Q (No. 001-34885) for the quarterly period ended June 30, 2014 filed with the Securities and Exchange Commission on August 8, 2014.
- (14) Incorporated by reference to Exhibit 15 to the Schedule 13D (No. 005-85969) filed by Maxwell on November 25, 2014.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

May 26, 2015

TEMASEK HOLDINGS (PRIVATE) LIMITED

By: /s/ Choo Soo Shen Christina
Name: Choo Soo Shen Christina
Title: Authorized Signatory

FULLERTON MANAGEMENT PTE LTD

By: /s/ Cheong Kok Tim
Name: Cheong Kok Tim
Title: Director

CAIRNHILL INVESTMENTS (MAURITIUS) PTE LTD

By: /s/ Rooksana Shahabally
Name: Rooksana Shahabally
Title: Director

MAXWELL (MAURITIUS) PTE LTD

By: /s/ Rooksana Shahabally
Name: Rooksana Shahabally
Title: Director