

AMYRIS, INC.

Form 4

September 30, 2010

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Khosla Ventures II, L.P.

(Last) (First) (Middle)

3000 SAND HILL
ROAD, BUILDING 3, SUITE 190

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMYRIS, INC. [AMRS]

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

09/30/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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)	
			Code	V	Amount	(A) or (D)	Price			
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.

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