

AMYRIS, INC.
Form 4
July 31, 2015

FORM 4

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

OMB APPROVAL

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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 *
TOTAL ENERGIES NOUVELLES ACTIVITES USA

(Last) (First) (Middle)

24 COURS MICHELET

(Street)

PUTEAUX, IO 92800

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMYRIS, INC. [AMRS]

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Director by Deputization

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	Price	
Common Stock	07/29/2015		P ⁽¹⁾		1,282,051	\$ 1.56	A
Common Stock	07/29/2015		P ⁽²⁾		30,434,782	\$ 2.3	A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. Underlying Security (Instr. 9)
						Date Exercisable	Expiration Date	
1.5% Senior Secured Convertible Note Due 2017	\$ 7.0682	07/29/2015		J ⁽³⁾	(A) \$ 15,000,000	(D)	(3) (3)	C
1.5% Senior Secured Convertible Note Due 2017	\$ 3.08	07/29/2015		J ⁽⁴⁾	(A) \$ 10,000,000	(D)	(4) (4)	C
1.5% Senior Secured Convertible Note Due 2017	\$ 3.08	07/29/2015		J ⁽³⁾	(A) \$ 20,000,000	(D)	(3) (3)	C
1.5% Senior Secured Convertible Note Due 2017	\$ 7.0682	07/29/2015		J ⁽³⁾	(A) \$ 8,300,751.86	(D)	(3) (3)	C
1.5% Senior Secured Convertible Note Due 2017	\$ 4.11	07/29/2015		J ⁽³⁾	(A) \$ 10,850,000	(D)	(3) (3)	C
1.5% Senior Secured Convertible Note Due 2017	\$ 4.11	07/29/2015		J ⁽³⁾	(A) \$ 10,850,000	(D)	(3) (3)	C
1.5% Senior Secured Convertible Note Due 2017	\$ 3.08	07/29/2015		P ⁽⁵⁾	(A) \$ 5,000,751.86	(D)	(6) (6)	C
Warrants (right to	\$ 0.01	07/29/2015		P ⁽¹⁾	(A) 128,205	(D)	(8) 07/29/2020	C

buy)

Warrants

(right to buy)	\$ 0.01	07/29/2015	P ⁽⁹⁾	2,000,000	(8)	07/29/2020
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Warrants

(right to buy)	\$ 0.01	07/29/2015	P ⁽⁹⁾	0 ⁽⁷⁾	(8)	07/29/2020
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOTAL ENERGIES NOUVELLES ACTIVITES USA 24 COURS MICHELET PUTEAUX, I0 92800	X	X		Director by Deputization

Signatures

/s/ Jean-Marc Otero, Managing Director 07/31/2015

__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) Purchase was pursuant to that certain Securities Purchase Agreement dated as of July 24, 2015 by and between the Issuer and the purchasers set forth therein, including the Reporting Person (the "Purchase Agreement").
- (2) Shares were issued in exchange for certain Convertible Notes as listed in Table II below, and pursuant to that certain Exchange Agreement dated as of July 26, 2015 by and between the Issuer and the investors set forth therein, including the Reporting Person (the "Exchange Agreement").
- (3) Note was cancelled pursuant to the Exchange Agreement and that certain Request For Cancellation of Convertible Notes dated July 29, 2015 delivered by the Reporting Person to the Issuer (the "Cancellation Request").
- (4) Note was cancelled pursuant to the Exchange Agreement and the Cancellation Request. The Issuer's obligations under the note were cancelled upon the issuance of a new 1.5% Senior Secured Convertible Note Due 2017.
- (5) Issued pursuant to the Exchange Agreement and the Cancellation Request. The Issuer's obligations under the original note were cancelled upon the issuance of this new 1.5% Senior Secured Convertible Note Due 2017.
- (6) The principal amount of this note is \$5,000,751.86. The note is convertible only in those circumstances described in the note. The Final Maturity Date as defined in the note is March 1, 2017.
- (7) The shares underlying this warrant will be determined upon satisfaction of the Exercise Condition as described in the warrant.
- (8) This warrant is exercisable upon satisfaction of the Exercise Condition as described in the warrant.
- (9) Warrant was issued in connection with the Exchange Agreement.

Remarks:

The transactions of the securities reported on this form were pre-approved by the Issuer's board of directors pursuant to Rule 1

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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