AMYRIS, INC.
Form 424B5
December 01, 2016
Filed Pursuant to Rule 424(b)(5)
Registration File No. 333-203216

PROSPECTUS SUPPLEMENT
To Prospectus dated April 9, 2015

$10,000,000

Convertible Note

Shares of Common Stock Issuable Upon Conversion or Repayment of the Note

We are offering directly to the investor $10.0 million in original principal amount of convertible note (the "Note"). This prospectus supplement also relates to the offering of the shares of common stock issuable upon conversion or repayment of the Note.

The Note will be payable in monthly installments, beginning January 1, 2017, and, unless earlier converted or redeemed, will mature on May 1, 2018. At each monthly installment, the Note may be repaid, at our option, in either cash or shares of our common stock at a discount to the then-current market price, subject to a price floor.

The Note will be our general unsecured obligation and will rank equally in right of payment with all of our future unsecured indebtedness, senior in right of payment to any of our future indebtedness that is expressly subordinated to the Note, effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness, and structurally junior to all indebtedness and other liabilities (including trade payables) of our current or future subsidiaries.

The Note will be convertible from time to time, at the election of the holder, into shares of our common stock at an initial conversion price of $1.90 per share. The conversion price will be subject to adjustment in some circumstances as described in this prospectus supplement. For a more complete description of the terms of the Note, see “Description of Note” beginning on page S-12 of this prospectus supplement.

The Note will not be listed on any national securities exchange or quoted on any quotation system. Currently, there is no established trading market for the Note. Our common stock is traded on The NASDAQ Stock Market under the symbol “AMRS.” The last reported sale price of our common stock on November 30, 2016 was $0.88 per share.

We expect to deliver the Note issued at the closing on or about December 1, 2016.

Investing in these securities involves a high degree of risk. Before buying shares of our common stock, you should carefully consider the risk factors described in “Risk Factors” beginning on page S-7 of this prospectus supplement, page 8 of the accompanying prospectus and in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is December 1, 2016.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement is a supplement to the accompanying prospectus dated April 9, 2015 that is also a part of this document. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission ("SEC") using a "shelf" registration process. Under the shelf registration process, from time to time, we may sell any of the securities described in the accompanying prospectus in one or more offerings. In this prospectus supplement, we provide you with specific information about the terms of this offering. Both this prospectus supplement and the accompanying prospectus include important information about us, our securities and other information you should know before investing in our securities. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus as well as the additional information described under the headings "Incorporation of Certain Documents by Reference" and "Where You Can Find Additional Information" of this prospectus supplement before investing in our securities.

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, the documents we have incorporated by reference in this prospectus supplement and the accompanying prospectus and any free writing prospectus we might provide you. We have not authorized anyone to provide you with different information. We are not making an offer of shares of our common stock in any state or other jurisdiction where the offer or sale is not permitted. You should not assume that the information provided in this prospectus supplement, the accompanying prospectus, as well as the information we have previously filed with the SEC that is incorporated by reference herein and therein, is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since such date. We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference into this prospectus supplement or the accompanying prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreement, and should not be deemed to be a representation, warranty or covenant to you.

Unless otherwise specified or unless the context requires otherwise, all references in this prospectus to "the Company," "we," "us," "our," "AMRS" and "Amyris" refer to Amyris, Inc., a Delaware corporation, and its consolidated subsidiaries.

Amyris®, the Amyris logo, Biofene®, Neossance® and No Compromise® are trademarks or registered trademarks of Amyris, Inc. This prospectus supplement and the accompanying prospectus also contain trademarks and trade names of other business that are the property of their respective holders.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements can often be identified by our use of the future tense, or by forward-looking words such as “may,” “will,” “expect,” “anticipate,” “believe,” “intend,” “estimate,” “continue” and other similar words and ph Investors are cautioned that such forward-looking statements are only predictions, which may differ materially from actual results or future events. Although we believe that our plans, intentions and expectations reflected in the forward-looking statements are reasonable, we cannot be sure that they will be achieved.

The factors and assumptions that could cause our actual results to differ, perhaps materially, from those in the forward-looking statements are described in this prospectus supplement, the accompanying prospectus and in our filings with the SEC incorporated by reference herein under the caption “Risk Factors.” The occurrence of any of these risks and uncertainties may cause our actual results to differ materially from those anticipated in our forward-looking statements, which could have a material adverse effect on our business, results of operations and financial condition.

These factors are not intended to represent a complete list of the general or specific factors that may affect us. It should be recognized that other factors, including general economic factors and business strategies, may be significant, presently or in the future, and the factors set forth or incorporated by reference in this prospectus supplement and the accompanying prospectus may affect us to a greater extent than indicated. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth or incorporated by reference in this prospectus supplement and the accompanying prospectus.

All forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus are based on information available to us as of the date of this prospectus supplement, the accompanying prospectus or such documents incorporated by reference, respectively. Except as required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise. We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements.

All forward-looking statements are further qualified by and should be read in conjunction with the risks described or referred to under the heading “Risk Factors” beginning on page S-7 of this prospectus supplement, page 8 of the accompanying prospectus and contained in our most recent Annual Report on Form 10-K and our most recent Quarterly Report on Form 10-Q filed with the SEC.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before deciding to invest in our securities. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the "Risk Factors" section contained in this prospectus supplement and the accompanying prospectus, our consolidated financial statements and the related notes thereto and the other documents incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding whether to invest in our securities.

Overview

We are a leading integrated industrial biotechnology company applying our technology platform to engineer, manufacture and sell high performance, low cost products into a variety of consumer and industrial markets, including cosmetics, flavors & fragrances (or F&F), solvents and cleaners, polymers, lubricants, healthcare products and fuels, and we are seeking to apply our technology to the development of pharmaceutical products. Our proven technology platform allows us to rapidly engineer microbes and use them as living factories to metabolize renewable, plant-sourced sugars into large volume, high-value hydrocarbon molecules. Using yeast as these living factories, our industrial fermentation process replaces existing complex and expensive chemical manufacturing processes. We believe industrial synthetic biology represents a third industrial revolution, bringing together biology and engineering to generate new, more sustainable materials to meet the growing global demand for bio-based replacements for petroleum, animal- or plant-derived chemicals. We continue to work to build demand for our current portfolio of products through a network of distributors and through direct sales, and are engaged in collaborations across a variety of markets, including personal care, performance chemicals and industrials, to drive additional product sales and partnership opportunities.

Background

Amyris was founded in 2003 in the San Francisco Bay Area by a group of scientists from the University of California, Berkeley. Our first major milestone came in 2005 when, through a grant from the Bill & Melinda Gates Foundation, we developed technology capable of creating microbial strains that produce artemisinic acid — a precursor of artemisinin, an effective anti-malarial drug. In 2008, we granted royalty-free licenses to allow Sanofi-Aventis (or Sanofi) to produce artemisinic acid using our technology. Since 2013, Sanofi has been distributing millions of artemisinin-based anti-malarial treatments incorporating this artemisinic acid. Building on our success with artemisinic acid, in 2007 we began applying our technology platform to develop, manufacture and sell sustainable alternatives to a broad range of materials.

We focused our initial development efforts primarily on the production of Biofene®, our brand of renewable farnesene, a long-chain, branched hydrocarbon molecule that we manufacture through fermentation using engineered microbes. Using farnesene as a first commercial building block molecule, we have developed a wide range of renewable products for our various target markets, including cosmetics, F&F, healthcare products and fuels, and we are pursuing opportunities for the application of our technology in the pharmaceuticals market. Our technology platform allows us to rapidly develop microbial strains to produce other target molecules, and, in 2014, we began manufacturing additional molecules for the F&F industry.

Our Platform

Amyris' proprietary microbial engineering and screening technologies have industrialized bioengineering of microbes, and most of our efforts to date have been focused on engineering yeast. Our platform provides predictable and efficient "living factories" that allow us to convert plant-sourced sugars, primarily sugarcane syrup, through fermentation, into high-value hydrocarbon molecules instead of low-value alcohol. We are able to use a wide variety of feedstocks for production, but have focused on accessing Brazilian sugarcane for our large-scale production because of its renewability, low cost and relative price stability. We have also successfully used other feedstocks such as sugar beets, corn dextrose, sweet sorghum and cellulosic sugars at various manufacturing facilities.

We are currently producing four molecules at our industrial fermentation plant: artemisinic acid, farnesene and two fragrance molecules. We and our partners develop products from these molecules for several target markets, including cosmetics, F&F, solvents, polymers, industrials and healthcare products, and we are pursuing arrangements with a number of drug companies for their use of our molecules to develop pharmaceutical products. We are engaged in collaborations with multiple companies that are leaders within their respective markets, including affiliates of Total S.A., the international energy company, and worldwide leaders in specialty chemicals, consumer care, F&F, food ingredients and health, and who sell our ingredients to hundreds of brands that serve millions of consumers.

Strategy and Business Model

Our mission is to apply inspired science to deliver sustainable solutions for a growing world. We seek to become the world's leading provider of renewable, high-performance alternatives to non-renewable products. In the past, choosing a renewable product often required producers to compromise on performance or price. With our technology, leading consumer brands can develop products made from renewable sources that offer equivalent or better performance and stable supply with competitive pricing. We call this our No Compromise® value proposition. We aim to improve the world one molecule at a time by providing the best alternatives to non-renewable products.

We have developed and are operating our company under a business model that generates cash from both collaborations and from product sales. We believe this combination will enable us to realize our vision of becoming the world's leading renewable products company.

Corporate Information

We organized our business in July 2003 as a California corporation under the name Amyris Biotechnologies, Inc. and reincorporated in Delaware in June 2010 and changed our name to Amyris, Inc. Our corporate headquarters are located at 5885 Hollis Street, Suite 100, Emeryville, California 94608, and our telephone number is (510) 450-0761. Our website address is www.amyris.com. The information contained in or accessible through our website or contained on other websites is not a part of, and not incorporated into, this prospectus supplement or the accompanying prospectus.

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THE OFFERING

Convertible note offered by us	$10.0 million original principal amount of convertible note (the “Note”). This prospectus supplement also relates to the offering of the shares of common stock issuable upon conversion or repayment of the Note.
Maturity date	The Note will mature on May 1, 2018, unless earlier converted or redeemed.
Repayment	The Note will be payable in monthly installments, beginning January 1, 2017. At each monthly installment, the Note may be repaid, at our option, in either cash or shares of our common stock at a discount to the then-current market price, subject to a price floor. See “Description of Note” beginning on page S-12 of this prospectus supplement.
Conversion rights	The Note will be convertible from time to time, at the election of the holder, into shares of our common stock at an initial conversion price of $1.90 per share. The conversion price will be subject to adjustment in some circumstances as described in this prospectus supplement. See “Description of Note” beginning on page S-12 of this prospectus supplement.
Ranking	The Note will be our general unsecured obligation and will rank equally in right of payment with all of our future unsecured indebtedness, senior in right of payment to any of our future indebtedness that is expressly subordinated to the Note, effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness, and structurally junior to all indebtedness and other liabilities (including trade payables) of our current or future subsidiaries.
Fundamental Transactions	In the event of a transaction involving a change of control at any time prior to the maturity date of the Note, the holder of the Note will have the right to require us to redeem all or any portion of its Note in cash at a price equal to the greater of (i) 118% of the amount being redeemed and (ii) the intrinsic value of the shares of common stock issuable upon an installment payment of the amount being redeemed in shares. See “Description of Note” beginning on page S-12 of this prospectus supplement.

Optional redemption	We may redeem the Note for cash, in whole, at any time, or in part, from time to time, at a redemption price equal to 118% of the principal amount of the Note to be redeemed. See “Description of Note—Optional Redemption”.

Absence of public market for the Note	The Note is a new issue of securities and there is currently no established trading market for the Note. In addition, we do not intend to apply for a listing of the Note on any securities exchange or for their inclusion in any automated dealer quotation system. Accordingly, we cannot assure you as to the development or liquidity of any market for the Note.
Use of proceeds	We estimate that the net proceeds to us from this offering, after deducting estimated offering expenses payable by us, will be approximately $9.9 million. We intend to use the net proceeds from this offering to fund working capital and for other general corporate purposes. See “Use of Proceeds” on page S-9 of this prospectus supplement.
NASDAQ Stock Market symbol	AMRS
Risk factors	This investment involves a high degree of risk. See “Risk Factors” beginning on page S-7 of this prospectus supplement for a discussion of factors you should carefully consider before deciding to invest in our securities.

RISK FACTORS

Investing in our securities involves a high degree of risk. Before investing in our securities, you should read and consider carefully the matters described below, those in the accompanying prospectus beginning on page 8, and those under the caption "Risk Factors" in our most recent Annual Report on Form 10-K and our most recent Quarterly Report Form 10-Q filed with the SEC, as updated by our subsequent filings under the Securities Exchange Act of 1934, which information is incorporated by reference in this prospectus supplement, and the additional risks and other information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. See "Where You Can Find More Information" and "Incorporation of Certain Information by Reference."

Risks Relating to this Offering

We have broad discretion in the use of the net proceeds of this offering and may not use them effectively.

We intend to use the net proceeds from this offering to fund working capital and for other general corporate purposes. However, our management will have broad discretion in the application of the net proceeds from this offering and could spend the proceeds in ways that do not improve our results of operations or enhance the value of our common stock. The failure by management to apply these funds effectively could result in financial losses that could have a material adverse effect on our business and cause the price of our common stock to decline.

There is currently no established trading market for the Note and we do not expect that one will develop.

The Note is a new issue of securities for which there currently is no established trading market. In addition, we do not intend to apply for listing of the Note on any securities exchange or to arrange for their quotation on any automated dealer quotation system, and we do not intend to make a market in the Note and do not expect that one will develop. As a result, we cannot assure you that an active trading market will develop for the Note. If an active trading market does not develop or is not maintained, the liquidity of the Note may be adversely affected. In that case, you may not be able to sell your Note at a particular time, or you may not be able to sell your Note at a favorable price.

The Note is unsecured, is effectively subordinated to all of our secured indebtedness and is structurally subordinated to all liabilities (including trade payables) of our subsidiaries.

The Note is unsecured, is effectively subordinated to all of our current or future secured indebtedness to the extent of the value of the assets securing such indebtedness, and is structurally subordinated to all indebtedness and other liabilities of our subsidiaries, including trade payables. The Note will rank equally with all our future general unsecured obligations, and senior to all of our future debt that is expressly subordinated to the Note. In the event of our bankruptcy, liquidation, reorganization or other winding up, our assets that secure debt ranking senior in right of payment to the Note will be available to pay obligations on the Note only after the secured debt has been repaid in full from these assets, and the assets of our subsidiaries will be available to pay obligations on the Note only after all claims senior to the Note, which includes all liabilities of such subsidiary, including trade payables, have been repaid in full. In such event, there may not be sufficient assets remaining to pay amounts due on any portion or all of the Note then outstanding.

You will experience immediate and substantial dilution upon conversion of your Note.

The initial conversion price of the Note exceeds the net tangible book value per share of our common stock outstanding prior to this offering. Assuming that an aggregate of 5,263,157 shares of our common stock are issued upon conversion of the Note at the initial conversion price of $1.90 per share, the holder of the Note will experience immediate dilution of $2.49 per share, representing the difference between our as adjusted net tangible book value per share as of September 30, 2016, after giving effect to this offering and the conversion of the Note, and the initial conversion price. The exercise of outstanding stock options and warrants, the vesting of outstanding restricted stock units and the conversion of other outstanding convertible promissory notes will result in further dilution of your investment. See the section entitled “Dilution” on page S-10 of this prospectus supplement for a more detailed illustration of the dilution you would incur if you convert your Note. In addition, you may experience further dilution upon the Company’s election to repay the Note in shares of common stock. See “Description of Note.”

You may experience future dilution as a result of future equity offerings.

In order to raise additional capital, we may in the future offer additional shares of our common stock or other securities convertible into or exchangeable for our common stock at prices that may not be the same as the conversion price of the Note offered hereby. We may sell shares or other securities in any other offering at a price per share that is less than the conversion price of the Note offered hereby, and investors purchasing shares or other securities in the future could have rights superior to existing stockholders. The price per share at which we sell additional shares of our common stock, or securities convertible or exchangeable into common stock, in future transactions may be higher or lower than the conversion price of the Note offered hereby.

The sale or availability for sale of shares issuable upon conversion or repayment of the Note may depress the price of our common stock and encourage short sales by third parties, which could further depress the price of our common stock.

To the extent that the purchaser of the Note sells shares issued upon conversion or repayment of the Note, the market price of our shares may decrease due to the additional selling pressure in the market. In addition, the risk of dilution from issuances of shares upon conversion or repayment of the Note may cause stockholders to sell their shares, which could further contribute to any decline in the price of our common stock. Any downward pressure on the price of our common stock caused by the sale or potential sale of shares issuable upon conversion or repayment of the Note could encourage short sales by third parties. In a short sale, a prospective seller borrows shares from a stockholder or broker and sells the borrowed shares. The prospective seller hopes that the share price will decline, at which time the seller can purchase shares at a lower price for delivery back to the lender. The seller profits when the share price declines because it is purchasing shares at a price lower than the sale price of the borrowed shares. Such sales could place downward pressure on the price of our common stock by increasing the number of shares being sold, which could further contribute to any decline in the market price of our common stock.

The holder of the Note will not be entitled to any rights with respect to our common stock, but will be subject to all changes made with respect to our common stock.

The holder of the Note will not be entitled to any rights with respect to our common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on our common stock), but the holder of the Note will be subject to all changes affecting our common stock. For example, if an amendment is proposed to our amended and restated certificate of incorporation requiring shareholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to the holder acquiring shares of our common stock as a result of conversion of the Note or the repayment of the Note in the form of common stock, the holder will not be entitled to vote on the amendment, although the holder will nevertheless be subject to any changes in the powers, preferences or special rights of our common stock.

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USE OF PROCEEDS

We estimate that the net proceeds to us from the sale of the securities offered hereby will be approximately $9.9 million, after deducting certain expenses of the investor that we have agreed to reimburse, up to $25,000, and our other estimated offering expenses. We intend to use the net proceeds from this offering to fund working capital and for other general corporate purposes.

DILUTION

If you convert your Note into shares of our common stock, your interest will be diluted to the extent of the difference between the conversion price per share at which you convert your Note in this offering and the net tangible book value per share of our common stock immediately after such conversion. The net tangible book value of our common stock at September 30, 2016 was approximately $(162.5) million, or approximately $(0.64) per share of common stock based upon 253,364,428 shares outstanding at September 30, 2016. Our historical net tangible book value per share is calculated by subtracting our total liabilities, goodwill and intangible assets from our total assets and dividing this amount by the number of shares of our common stock outstanding on September 30, 2016.

After giving effect to the offering of the Note and the issuance of 5,263,157 shares of our common stock upon conversion of the Note at the initial conversion price of $1.90 per share, our net tangible book value at September 30, 2016 would have been $(152.6) million, or $(0.59) per share of common stock. This represents an immediate increase in net tangible book value of $0.05 per share to our existing stockholders and an immediate dilution in net tangible book value of $2.49 per share to new investors in this offering.

The following table illustrates this calculation on a per share basis:

Initial Conversion Price		$1.90
Historical net tangible book value per share at September 30, 2016	$(0.64)	
Increase in net tangible book value per share attributable to new investors in this offering	0.05	
Pro forma net tangible book value per share at September 30, 2016, after giving effect to this offering and the conversion of the Note		(0.59)
Dilution per share to new investors in this offering		$2.49

The above discussion and table are based on 253,364,428 shares outstanding at September 30, 2016, and exclude as of such date:

- 29,322,915 shares of our common stock reserved for issuance under our equity incentive plans, of which there are outstanding (i) stock options to purchase 13,800,918 shares with a weighted-average exercise price of $3.62 per share, and (ii) restricted stock units with respect to 7,474,555 shares;
- 14,663,411 shares of our common stock issuable upon the exercise of outstanding warrants having a weighted-average exercise price of $0.18 per share; and
- 67,223,089 shares of our common stock issuable upon conversion of our outstanding convertible promissory notes, subject to anti-dilution, make-whole and other adjustments.

To the extent that outstanding stock options, restricted stock units, and warrants vest or are exercised, or outstanding convertible promissory notes are converted into our common stock, there will be further dilution to new investors. In addition, you may experience further dilution upon the Company's election to repay the Note in shares of common stock. See "Description of Note." We may also choose to raise additional capital due to market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of these securities could result in further dilution to our stockholders.

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows our ratio of earnings to fixed charges for the periods indicated ($ in thousands):

	Nine Months ended September 30,	Year ended December 31,				
	2016	2015	2014	2013	2012	2011
Ratio of earnings to fixed charges(1)	-	-	1.19	-	-	-
Surplus (deficiency) of earnings to fixed charges	$(50,444)	$(91,376)	$5,729	$(235,921)	$(204,713)	$(178,317)

(1) Earnings for the nine months ended September 30, 2016 and the years ended December 31, 2015, 2013, 2012 and 2011 were insufficient to cover fixed charges of $26,281, $80,207, $10,707, $7,114 and $3,143, respectively, for such periods. Earnings for the year ended December 31, 2014 were sufficient to cover fixed charges of $30,735.

DESCRIPTION OF NOTE

Pursuant to the terms of a securities purchase agreement (the “Securities Purchase Agreement’) between us and the investor (the “Purchaser”), we will issue and sell to the Purchaser $10.0 million original principal amount of convertible note (the “Note”) that is convertible into shares of our common stock at an initial conversion price equal to $1.90 per share (subject to adjustment in the event of any stock split, reverse stock split, recapitalization, reorganization or similar transaction).

Our net proceeds from the sale of the Note, after deducting estimated offering expenses payable by us, are expected to be approximately $9.9 million. See “Use of Proceeds.”

The following description is a summary of the material provisions of the Note and does not purport to be complete. This summary is subject to and is qualified by reference to all of the provisions of the Note. We urge you to read the Note because it, and not this description, defines the holder’s rights in the Note.

For purposes of this “Description of Note” section, references to “the Company,” “we,” “us” and “our” refer only to Amyris, In and not to its subsidiaries, unless the context requires otherwise.

Ranking

The Note will be our general unsecured obligation and will:

- rank equally in right of payment with all of our future unsecured indebtedness;
- be senior in right of payment to any of our future indebtedness that is expressly subordinated to the Note;
- be effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and
- be structurally junior to all indebtedness and other liabilities (including trade payables) of our current or future subsidiaries.

Maturity Date

Unless earlier converted or redeemed, the Note will mature on May 1, 2018 (the “Maturity Date”), subject to the right of the holder to extend the Maturity Date (i) if an event of default under the Note has occurred and is continuing or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under the Note, (ii) for a period of 20 business days after the consummation of a fundamental transaction if certain events occur and (iii) if conversion of the Note is prevented or limited by the Share Issuance Limitations (as defined below), until such conversion is no longer prevented or limited.

Amortization Payments

We have agreed make monthly amortization payments with respect to the Note, beginning on January 1, 2017 (each, an “Installment Date”) in shares of our common stock, subject to the satisfaction of certain equity conditions and subject to the Share Issuance Limitations (as defined below), or at our option, in cash. Each such amortization payment (each, an “Installment Amount”) shall consist of the sum of (x) a pro rata amount of the principal amount of the Note based on the number of Installment Dates through and including the Maturity Date and (y) any prior unconverted Installment Conversion Amount (as defined below) added to such Installment Amount, as described below, taking into account any previous conversion, redemption or Acceleration (as defined below) of the Note, as described below.

We are required to deliver a notice to the holder of the Note setting forth whether we will pay all or any portion of the applicable Installment Amount in cash or shares of common stock (an “Installment Notice”), and what portion, if any, of such Installment Amount will be paid in shares of common stock (the “Installment Conversion Amount”) and what portion will be paid in cash (the “Installment Redemption Amount”), no later than five trading days prior to the applicable Installment Date.

Payment in Cash. If we elect to pay all or any portion of an Installment Amount in cash, on the applicable Installment Date we must pay to the holder of the Note an amount equal to 118% of such Installment Redemption Amount.

Payment in Common Stock. If we elect to pay all or any portion of an Installment Amount in shares of common stock, on the applicable Installment Date we must deliver to the holder of the Note a number of shares of common stock (the “Initial Installment Shares”) equal to 125% of the quotient of (x) the Installment Conversion Amount divided by (y) 90% of the lower of (i) the daily volume-weighted average price per share (“VWAP”) of our common stock on the trading day immediately preceding such Installment Date and (ii) the arithmetic average of the VWAP of our common stock for the four trading days with the lowest VWAP of our common stock during the seven consecutive trading day period ending on and including the trading day immediately preceding such Installment Date (the lower of (i) and (ii), the “Initial Installment Share Price”), subject to the Price Floor (as defined below), if applicable.

Thereafter, at any time and from time to time during the period commencing on the applicable Installment Date and ending on the trading day immediately preceding the next Installment Date (an “Installment Period”), the holder of the Note shall have the right, upon written notice to us, to convert all or any portion of the applicable Installment Conversion Amount into shares of common stock during the applicable Installment Period (an “Installment Conversion”). The number of shares issuable with respect to any Installment Conversion (collectively, the “Installment Shares”) shall be equal to the quotient of (x) the applicable portion of the Installment Conversion Amount being converted divided by (y) 90% of the lower of (i) the VWAP of our common stock on the trading day immediately preceding the date of conversion and (ii) the arithmetic average of the VWAP of our common stock for the four trading days with the lowest VWAP of our common stock during the seven consecutive trading day period ending on and including the trading day immediately preceding the date of conversion (the lower of clause (i) and (ii), the “Installment Share Price”), subject to a price floor of $1.00 (the “Price Floor”); provided, that if the VWAP of our common stock is less than $1.00 on the trading day immediately preceding the applicable Installment Date, the Price Floor for any Installment Conversion during such Installment Period shall be the lesser of (x) 80% of such VWAP and (y) such price deemed appropriate by our Board of Directors and notified to the Investor in writing, subject to an absolute price floor of $0.25. If the holder does not exercise its conversion right with respect to all or any portion of the Installment Conversion Amount for any Installment Period, such non-converted Installment Conversion Amount shall be added to the next Installment Amount.

On the second trading day following the last trading day of the applicable Installment Period, we must deliver to the holder a number of shares of common stock, if any, equal to (a) the number of Installment Shares issuable with respect to such Installment Period minus (b) the number of Initial Installment Shares previously issued with respect to such Installment Period.

If the number of Initial Installment Shares issued with respect to any Installment Conversion Amount is greater than the number of Installment Shares issuable with respect to such Installment Conversion Amount, then such excess shares shall be credited to the next Installment Amount that we elect to pay in shares of common stock.

Acceleration of Note

Between December 1, 2016 and December 31, 2016 (the "Initial Acceleration Period"), or in the event that we elect to pay all or any portion of any Installment Amount in shares of common stock, the holder of the Note shall have the right, upon written notice to us, to require us to repay in common stock, during the Initial Acceleration Period or the applicable Installment Period, as applicable, at the applicable Installment Share Price (subject to the Price Floor, if applicable), an amount of the Note not to exceed 50% of the cumulative sum of the aggregate amounts by which the dollar-weighted trading volume of our common stock for all Trading Days during such Initial Acceleration Period or Installment Period, as applicable, exceeds $200,000 (an "Acceleration").

Events of Default

The Note contains standard and customary events of default including but not limited to: (i) failure to provide shares of common stock upon conversion of the Note; (ii) failure to make payments when due under the Note; and (iii) bankruptcy or insolvency of the Company. If an event of default occurs, the holder of the Note may require us to redeem all or any portion of the Note in cash at a price equal to the greater of (i) 118% of the amount being redeemed and (ii) the intrinsic value of the shares of common stock issuable upon an Installment Conversion of the amount being redeemed.

Fundamental Transactions

The Note prohibits us from entering into specified transactions involving a change of control, unless the successor entity assumes in writing all of our obligations under the Note under a written agreement. In the event of a transaction involving a change of control at any time prior to the Maturity Date, the holder of the Note will have the right to require us to redeem all or any portion of its Note in cash at a price equal to the greater of (i) 118% of the amount being redeemed and (ii) the intrinsic value of the shares of common stock issuable upon an Installment Conversion of the amount being redeemed.

Optional Redemption

We may redeem the Note for cash, in whole, at any time, or in part, from time to time, at a redemption price equal to 118% of the principal amount of the Note to be redeemed.

Conversion and Conversion Price Adjustments

The Note will be convertible into shares of our common stock from time to time, at the election of the holder, at an initial conversion price of $1.90 per share, subject to the Share Issuance Limitations (as defined below). The conversion price of the Note shall be subject to adjustment in the event of any stock split, reverse stock split, recapitalization, reorganization or similar transaction.

Application of Payments

Any conversion or redemption of the Note shall be applied to future Installment Amounts in reverse order starting from the final Installment Amount to be paid on the final Installment Date. With respect to any Acceleration, a pro rata amount of the amount converted pursuant to such Acceleration shall be deducted from each of the remaining Installment Amounts.

Limitations on Issuance

The holder will not have the right to convert any portion of the Note, and we will not have the option to pay any Installment Amount in shares of common stock to the holder, if the holder, together with its affiliates, would beneficially own in excess of 4.99% of the number of shares of our common stock outstanding immediately after giving effect to such conversion or payment, as applicable, as such percentage ownership is determined in accordance with the terms of the Note (the "Beneficial Ownership Limitation"). The holder may increase or decrease such percentage to any other percentage upon written notice to us, provided that in no event shall such percentage be increased above 9.99%, and provided further that any increase of such percentage will not be effective until 61 days after the holder provides us notice of such increase.

In addition, the holder will not have the right to convert any portion of the Note, and we will not have the option to pay any Installment Amount in shares of common stock, if after giving effect to such conversion or payment, as applicable, the aggregate number of shares issued with respect to the Note (and any other transaction aggregated for such purpose) would exceed 19.99% of the number of shares of our common stock outstanding on the date we entered into the Securities Purchase Agreement (the "Exchange Cap" and, together with the Beneficial Ownership Limitation, the "Share Issuance Limitations"). In the event that we are prohibited from issuing any shares of common stock under the Note as a result of the Exchange Cap, we will pay cash in lieu of any shares that would otherwise be deliverable in excess of the Exchange Cap.

Common Stock Sale Restriction

For as long as it holds the Note or shares of common stock issued under the Note, the holder may not sell any shares of common stock at a price less than $1.05 per share; provided, that with respect to any shares of common stock issued under the Note at a price less than $1.00, the holder may sell such shares at a price not less than the Price Floor applicable to the Initial Acceleration Period or the Installment Period with respect to which such shares were issued, as applicable.

PLAN OF DISTRIBUTION

We have agreed to sell directly to the investor all of the securities offered by this prospectus supplement. No underwriters or agents were engaged by us for this transaction. We estimate that the total expenses of this offering that will be paid by us will be approximately $75,000, including up to $25,000 of expenses of the purchaser that we have agreed to reimburse. We have entered into a securities purchase agreement directly with the investor in connection with this offering. The securities purchase agreement contains customary representations, warranties and covenants for transactions of this type. The securities purchase agreement also provides the investor with a right of first refusal with respect to any variable rate transaction, subject to certain exceptions, on the same terms and conditions as are offered to a third-party purchaser for as long as the investor holds the Note or shares of the Company's common stock underlying the Note. These representations, warranties and covenants were made solely for purposes of the securities purchase agreement and should not be relied upon by any of our investors who are not parties to the agreement, nor should any such investor rely upon any descriptions thereof as characterizations of the actual state of facts or condition. Such investors are not third party beneficiaries under the securities purchase agreement.

The purchase and sale under the securities purchase agreement of the securities offered hereby are registered pursuant to our shelf registration statement on Form S-3 (File No. 333-203216), as to which this prospectus supplement relates.

A copy of the securities purchase agreement will be filed with the SEC and incorporated by reference into the registration statement of which this prospectus supplement and the accompanying base prospectus form a part. See "Where You Can Find Additional Information" and "Incorporation of Certain Documents by Reference" on page S-17 of this prospectus supplement.

LEGAL MATTERS

The validity of the securities being offered hereby will be passed upon by our counsel, Fenwick & West LLP, Mountain View, California.

EXPERTS

The consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting of Amyris, Inc. (which is included in Management's Report on Internal Control over Financial Reporting), incorporated herein by reference to Amyris, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015, have been so incorporated in reliance on the report (which contains an explanatory paragraph relating to the Company's ability to continue as a going concern as described in Note 1 to the consolidated financial statements) of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The audited financial statements of Novvi LLC for the years ended December 31, 2013 and 2014, incorporated herein by reference to Amyris, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015, have been so incorporated in reliance on the report of Pannell Kerr Forster of Texas, P.C., an independent auditor, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We are subject to the filing requirements of the Exchange Act. Therefore, we file periodic reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information may be obtained by visiting the Public Reference Room of the SEC at 100 F Street, NE, Washington, D.C. 20549. You may obtain information regarding the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website (www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically.

We make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act available free of charge through a link on the Investors section of our website located at www.amyris.com (under "Financial Information—SEC Filings") as soon as reasonably practicable after they are filed with or furnished to the SEC. Information on our website is not incorporated by reference in this prospectus supplement or the accompanying prospectus.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC. We hereby incorporate by reference the following information or documents into this prospectus supplement and the accompanying prospectus:

(1) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the SEC on March 30, 2016 (including the information incorporated therein from our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 15, 2016);

(2) Our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2016, June 30, 2016 and September 30, 2016, filed with the SEC on May 10, 2016, August 9, 2016 and November 9, 2016, respectively;

(3) Our Current Reports on Form 8-K filed with the SEC on February 19, 2016, March 1, 2016, March 9, 2016, March 24, 2016, April 8, 2016, April 11, 2016, May 10, 2016, May 13, 2016, May 18, 2016, May 31, 2016, June 20, 2016, June 29, 2016, September 9, 2016, October 6, 2016, October 12, 2016, October 19, 2016, October 27, 2016, November 1, 2016, November 2, 2016, November 4, 2016, November 16, 2016 and November 18, 2016;

(4) The description of our common stock contained in our registration statement on Form 8-A filed with the SEC on September 24, 2010, including any amendment or report filed for the purpose of updating such description; and

(5) All documents that we file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the termination of the offering of the securities offered hereby will be incorporated by reference and be a part of this prospectus supplement from their respective filing dates.

Any statement contained in a document incorporated by reference in this prospectus supplement shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document that also is incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules.

You may request a copy of any or all of the documents referred to above that may have been or may be incorporated by reference into this prospectus supplement (excluding certain exhibits to the documents) at no cost, by writing or telephoning:

Amyris, Inc.

5885 Hollis Street, Suite 100
Emeryville, California 94608
(510) 450-0761
Attention: Corporate Secretary

PROSPECTUS

AMYRIS, INC.

$200,000,000

Common Stock

Preferred Stock

Warrants

Debt Securities

Units

The securities covered by this prospectus may include shares of our common stock; shares of preferred stock; warrants to purchase shares of our common stock, preferred stock and/or debt securities; debt securities consisting of debentures, notes or other evidences of indebtedness; or units consisting of any combination of such securities. We may offer the securities from time to time in one or more series or issuances directly to our stockholders or purchasers, or through agents, underwriters or dealers as designated from time to time.

This prospectus provides a general description of the securities we may offer. Each time we sell securities, we will provide specific terms of the securities offered in a supplement to this prospectus. Such a prospectus supplement may also add, update or change information contained in this prospectus. This prospectus may not be used to consummate a sale of securities unless accompanied by the applicable prospectus supplement. We will sell these securities directly to our stockholders or to purchasers or through agents on our behalf or through underwriters or dealers as designated from time to time. If any agents or underwriters are involved in the sale of any of these securities, the applicable prospectus supplement will provide the names of the agents or underwriters and any applicable fees, commissions or discounts.

Our common stock is traded on the NASDAQ Global Select Market under the symbol “AMRS.” On April 8, 2015, the closing price of our common stock was $2.32. None of the other securities we may offer are currently traded on any securities exchange.

Investing in our securities involves risks. See "Risk Factors" commencing on page 2. You should carefully read this prospectus, the documents incorporated herein, and the applicable prospectus supplement before making any investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is April 9, 2015

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement t