FORM 8-K

Current Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **October 24, 2019**

Amyris, Inc.
(Exact name of registrant as specified in its charter)

<table>
<thead>
<tr>
<th>Delaware</th>
<th>001-34885</th>
<th>55-0856151</th>
</tr>
</thead>
<tbody>
<tr>
<td>(State or other jurisdiction of incorporation)</td>
<td>(Commission File Number)</td>
<td>(I.R.S. Employer Identification No.)</td>
</tr>
</tbody>
</table>

5885 Hollis Street, Suite 100, Emeryville, CA 94608
(Address of principal executive offices) (Zip Code)

(510) 450-0761
(Registrant’s telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2 below):

- [ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, $0.0001 par value per share</td>
<td>AMRS</td>
<td>The Nasdaq Stock Market</td>
</tr>
</tbody>
</table>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 below is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously reported, on May 8, 2017, Amyris, Inc. (the “Company”) filed a Certificate of Designation of Preferences, Rights and Limitations (the “Certificate of Designation”) relating to the Company’s Series B 17.38% Convertible Preferred Stock, par value $0.0001 per share (the “Series B Preferred Stock”), with the Secretary of State of Delaware. The filing of the Certificate of Designation, the terms and provisions of the Certificate of Designation and related matters were previously reported in Current Reports on Form 8-K filed by the Company with the Securities and Exchange Commission on May 8, 2017 and May 11, 2017, and all of such disclosure is incorporated herein by reference.

Pursuant to the Certificate of Designation, the conversion of the Series B Preferred Stock was subject to a beneficial ownership limitation of 4.99% (or such other percentage as determined by the holder and notified to the Company in writing, not to exceed 9.99%, provided that any increase of such percentage would not be effective until 61 days after notice thereof) of the number of shares of the Company’s common stock, par value $0.0001 per share (“Common Stock”), outstanding after giving effect to such conversion (the “Beneficial Ownership Limitation”). In addition, pursuant to the Certificate of Designation, if not previously converted at the option of the holder, each share of Series B Preferred Stock automatically converted on October 9, 2017, subject to the Beneficial Ownership Limitation. As a result of the Beneficial Ownership Limitation, as of September 30, 2019, there were 6,376,278.7 shares of Series B Preferred Stock outstanding (the “Remaining Series B Shares”), which were held by Foris Ventures, LLC, an entity affiliated with director John Doerr of Kleiner Perkins Caufield & Byers, a current stockholder, and an owner of greater than five percent of the outstanding Common Stock, and were convertible into an aggregate of 1,012,071 shares of Common Stock.

On October 24, 2019, the Company filed a certificate of amendment to the Certificate of Designation (the “Certificate of Amendment”) with the Secretary of State of Delaware. Pursuant to the Certificate of Amendment, the Beneficial Ownership Limitation was eliminated, permitting the conversion of the Remaining Series B Shares. As a result of the filing of the Certificate of Amendment, on October 24, 2019, the Remaining Series B Shares converted pursuant to their terms, resulting in the issuance of 1,012,071 shares of Common Stock. As of the date hereof, there are no shares of Series B Preferred Stock outstanding.

The foregoing description of the Certificate of Amendment is a summary and is qualified in its entirety by reference to the Certificate of Amendment, which is filed hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.1</td>
<td>Certificate of Amendment of the Certificate of Designation of Preferences, Rights and Limitations of Series B 17.38% Convertible Preferred Stock of Amyris, Inc.</td>
</tr>
</tbody>
</table>
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMYRIS, INC.

Date: October 30, 2019

By: /s/ Nicole Kelsey

Nicole Kelsey
General Counsel and Secretary
The undersigned, John Melo and Nicole Kelsey, do hereby certify that:

1. They are the President and Secretary, respectively, of Amyris, Inc., a Delaware corporation (the “Corporation”).

2. The Corporation is authorized to issue 5,000,000 shares of preferred stock, of which 105,204 shares have been designated as the Company’s Series B 17.38% Convertible Preferred Stock (the “Series B Preferred Stock”). As of the date hereof, a total of 95,903.8756 shares of Series B Preferred Stock have been issued and there are 6,376.2787 shares of Series B Preferred Stock outstanding.

3. The following resolutions were duly adopted by the board of directors of the Corporation (the “Board of Directors”):

WHEREAS, the certificate of incorporation of the Corporation provides for a class of its authorized stock known as preferred stock, consisting of 5,000,000 shares, $0.0001 par value per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors is authorized to fix the designation, powers, preferences and relative, participating, optional or other rights, if any, of a series of preferred stock and any qualifications, limitations or restrictions thereof, and to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares then outstanding) the number of shares of any such series;

WHEREAS, effective April 25, 2017, the Board of Directors fixed the rights, preferences, restrictions and other matters relating to the Series B Preferred Stock in a certificate of designation (the “Series B Certificate of Designation”), which certificate of designation was originally filed with the Secretary of State of Delaware on May 8, 2017; and

WHEREAS, it is the desire of the Board of Directors to amend the Series B Certificate of Designation, as follows.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby amend the Series B Certificate of Designation, as follows:

AMENDMENT TO TERMS OF PREFERRED STOCK

1. The definition of “Beneficial Ownership Limitation” in Section 1 of the Series B Certificate of Designation is hereby deleted in its entirety.
2. Section 6(a)(ii) of the Series B Certificate of Designation is hereby amended to read in its entirety as follows:

"Automatic Conversion Upon Corporation’s Receipt of Stockholder Approval. If not previously converted at the option of the Holder in accordance with Section 6(a)(i) above, each share of Preferred Stock shall be automatically converted, without any further action by the Holder, into that number of shares of Common Stock determined by dividing the Stated Value of such share of Preferred Stock by the Conversion Price, on the 90th day following the filing by the Corporation of a Current Report on Form 8-K with the Commission stating that the Corporation has received the Stockholder Approval and the corresponding amendment to the Corporation’s certificate of incorporation has been effected (the time and date of such filing being referred to as the "Mandatory Conversion Date" and either the Optional Conversion Date or the Mandatory Conversion Date being referred to herein as the "Conversion Date"). Upon the Mandatory Conversion Date, (i) the shares of Preferred Stock being converted shall be deemed converted into shares of Common Stock and (ii) the Holder’s rights as a holder of such converted shares of Preferred Stock shall cease and terminate, excepting only any remedies provided herein or otherwise available at law or in equity to such Holder because of a failure by the Corporation to comply with the terms of this Certificate of Designation."

3. Section 6(d) of the Series B Certificate of Designation is hereby amended to read in its entirety as follows:

"[Reserved]."

4. Section 7(c) of the Series B Certificate of Designation is hereby amended to read in its entirety as follows:

"Subsequent Rights Offerings. In addition to any adjustments pursuant to Section 7(a) above, if at any time subsequent to the applicable Original Issue Date the Corporation grants, issues or sells any Common Stock Equivalents or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of shares of Common Stock, but excluding any issuances under any control share acquisition, business combination, poison pill (including any distribution under a rights agreement) or similar anti-takeover plan or arrangement in effect or hereafter adopted by the Corporation (the "Purchase Rights"), then each Holder of Preferred Stock will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase Rights which the Holder could have acquired if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of such Holder’s Preferred Stock (without regard to any limitations on exercise hereof) immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights."

5. Section 7(d) of the Series B Certificate of Designation is hereby amended to read in its entirety as follows:

"Pro Rata Distributions. During such time as this Preferred Stock is outstanding, if the Corporation shall declare or make any dividend or other distribution of its assets (or rights to acquire its assets) to holders of shares of Common Stock, by way of return of capital or otherwise (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction, but excluding any dividend that results in adjustment to the Conversion Price pursuant to Section 7(a) above) (a "Distribution"), at any time after the issuance of this Preferred Stock, then, in each such case, the Holder shall be entitled to participate in such Distribution to the same extent that the Holder would have participated therein if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of this Preferred Stock (without regard to any limitations on conversion hereof) immediately before the date of which a record is taken for such Distribution, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the participation in such Distribution."

***********
RESOLVED, FURTHER, that the president or any vice president, and the secretary or any assistant secretary, of the Corporation be, and they hereby are, authorized and directed to prepare, execute and file this Certificate of Amendment of the Certificate of Designation of Preferences, Rights and Limitations of Series B 17.38% Convertible Preferred Stock in accordance with the foregoing resolution and the provisions of Delaware law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 24th day of October, 2019.

/s/ John Melo                 /s/ Nicole Kelsey
Name: John Melo               Name: Nicole Kelsey
Title: President and Chief Executive Officer  Title: General Counsel and Secretary