

AMYRIS, INC.
Form SC 13D/A
August 14, 2017

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

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
(Amendment No. 17)

Amyris, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

03236M101

(CUSIP Number)

Choo Soo Shen Christina

Director, Legal & Regulatory

Temasek International Pte. Ltd.

60B Orchard Road

#06-18 Tower 2

The Atrium@Orchard

Singapore 238891

Copy to:

Michael W. Sturrock, Esq.

Latham & Watkins LLP

9 Raffles Place #42-02

Singapore 048619

Telephone: (65) 6536 1161

Facsimile: (65) 6536 1171

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

August 9, 2017

(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:

3 (a) (b)
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

4,592,509*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

4,592,509*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,592,509*

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

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

11.9%**

14 TYPE OF REPORTING PERSON:

HC

* See Item 5 of this statement on Schedule 13D. Includes 1,289,924 shares of Common Stock issuable upon exercise of the Funding Warrant.

** As of August 11, 2017 and based on 38,646,733 shares of Common Stock, which is the sum of the (a) 25,845,138 shares of Common Stock outstanding on July 31, 2017, as set forth in the Issuer's registration statement on Form S-3 (File No. 333-219732) filed with the Securities and Exchange Commission (the SEC) on August 4, 2017, (b) 2,826,711 shares of Common Stock issued in connection with the closing of a private placement on August 7, 2017, as set forth in the Issuer's Form 8-K (File No. 001-34885) filed with the SEC on August 9, 2017, (c) 8,684,960 shares of Common Stock issued upon the exercise of certain warrants and the conversion of certain shares of Series B Preferred Stock of the Issuer beneficially held and owned by DSM International B.V. (DSM) on August 8, 2017, as set forth in Amendment No. 1 to DSM's Schedule 13D filed with the SEC on August 9, 2017, and (d) 1,289,924 shares of Common Stock issuable upon exercise of the Funding Warrant.

1 NAMES OF REPORTING PERSONS:

Fullerton Management Pte Ltd

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

3 (a) (b)
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

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1 NAMES OF REPORTING PERSONS:

Cairnhill Investments (Mauritius) Pte Ltd

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

3 (a) (b)
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

4,592,509*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

4,592,509*

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HC

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1 NAMES OF REPORTING PERSONS:

Maxwell (Mauritius) Pte Ltd

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

3 (a) (b)
SEC USE ONLY

4 SOURCE OF FUNDS:

5 WC
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

4,592,509*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

4,592,509*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,592,509*

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

11.9%**

14 TYPE OF REPORTING PERSON:

CO

* See Item 5 of this statement on Schedule 13D. Includes 1,289,924 shares of Common Stock issuable upon exercise of the Funding Warrant.

** As of August 11, 2017 and based on 38,646,733 shares of Common Stock, which is the sum of the (a) 25,845,138 shares of Common Stock outstanding on July 31, 2017, as set forth in the Issuer's registration statement on Form S-3 (File No. 333-219732) filed with the SEC on August 4, 2017, (b) 2,826,711 shares of Common Stock issued in connection with the closing of a private placement on August 7, 2017, as set forth in the Issuer's Form 8-K (File No. 001-34885) filed with the SEC on August 9, 2017, (c) 8,684,960 shares of Common Stock issued upon the exercise of certain warrants and the conversion of certain shares of Series B Preferred Stock of the Issuer beneficially held and owned by DSM on August 8, 2017, as set forth in Amendment No. 1 to DSM's Schedule 13D filed with the SEC on August 9, 2017, and (d) 1,289,924 shares of Common Stock issuable upon exercise of the Funding Warrant.

Note to Schedule 13D

This Amendment No. 17 (**Amendment No. 17**) to Schedule 13D amends and supplements the Schedule 13D filed on November 25, 2014 (the **Original Schedule 13D**), Amendment No. 1 to the Original Schedule 13D filed on December 19, 2014 (**Amendment No. 1**), Amendment No. 2 to the Original Schedule 13D filed on May 26, 2015 (**Amendment No. 2**), Amendment No. 3 to the Original Schedule 13D filed on July 28, 2015 (**Amendment No. 3**), Amendment No. 4 to the Original Schedule 13D filed on July 30, 2015 (**Amendment No. 4**), Amendment No. 5 to the Original Schedule 13D filed on September 23, 2015 (**Amendment No. 5**), Amendment No. 6 to the Original Schedule 13D filed on October 19, 2015 (**Amendment No. 6**), Amendment No. 7 to the Original Schedule 13D filed on September 1, 2016 (**Amendment No. 7**), Amendment No. 8 to the Original Schedule 13D filed on November 4, 2016 (**Amendment No. 8**), Amendment No. 9 to the Original Schedule 13D filed on November 14, 2016 (**Amendment No. 9**), Amendment No. 10 to the Original Schedule 13D filed on December 15, 2016 (**Amendment No. 10**), Amendment No. 11 to the Original Schedule 13D filed on January 11, 2017 (**Amendment No. 11**), Amendment No. 12 to the Original Schedule 13D filed on February 27, 2017 (**Amendment No. 12**), Amendment No. 13 to the Original Schedule 13D filed on March 14, 2017 (**Amendment No. 13**), Amendment No. 14 to the Original Schedule 13D filed on April 20, 2017 (**Amendment No. 14**), Amendment No. 15 to the Original Schedule 13D filed on May 9, 2017 (**Amendment No. 15**) and Amendment No. 16 to the Original Schedule 13D filed on May 16, 2017 (**Amendment No. 16**) and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14, Amendment No. 15 and this Amendment No. 17, 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 (**Common Stock**), 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. 17 is being filed by the Reporting Persons to report a decrease in the percentage of Common Stock beneficially owned by the Reporting Persons resulting from an increase in the number of shares of Common Stock outstanding based on public filings made with the SEC.

On June 5, 2017, the Issuer filed a Certificate of Amendment of its Restated Certificate of Incorporation with the Secretary of State of Delaware to effect a fifteen-to-one reverse stock split of the shares of Common Stock, effective as of the close of business, U.S. Eastern Time, on June 5, 2017 (the **Reverse Stock Split**). All figures in this Amendment No. 17 to the Original Schedule 13D reflect the Reverse Stock Split.

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 August 11, 2017, Maxwell is the direct beneficial owner of 3,302,585 shares of Common Stock. Maxwell is deemed under Rule 13d-3(d)(1) to have beneficial ownership of the 1,289,924 shares of Common Stock issuable upon exercise of the Funding Warrant.

As of August 11, 2017, Maxwell is the direct beneficial owner and deemed beneficial owner of 4,592,509 shares of Common Stock.

The percentage of beneficial ownership of the Reporting Persons was calculated by dividing (i) the shares of Common Stock beneficially owned and deemed to be beneficially owned by each of the Reporting Persons as of August 11, 2017 (as set forth in the prior paragraph and Item 5(b) below) by (ii) 38,646,733 shares of Common Stock, which is the sum of the (a) 25,845,138 shares of Common Stock outstanding on July 31, 2017, (b) 2,826,711 shares of Common Stock issued in connection with the closing of a private placement on August 7, 2017, (c) 8,684,960 shares of Common Stock issued upon the exercise of certain warrants and the conversion of certain shares of Series B Preferred Stock of the Issuer beneficially held and owned by DSM on August 8, 2017, and (d) 1,289,924 shares of Common Stock issuable upon exercise of the Funding Warrant

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 4,592,509 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 4,592,509 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 4,592,509 shares of Common Stock beneficially owned or deemed to be beneficially owned by FMPL, Cairnhill and Maxwell.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

Item 7. Materials to be Filed as Exhibits.

| Exhibit | Description |
|----------------|---|
| 1 | <u>Information regarding the Instruction C persons.</u> |

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.

August 14, 2017

TEMASEK HOLDINGS (PRIVATE) LIMITED

By: /s/ Christina Choo
Name: Christina Choo
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