

DUYK GEOFFREY M
Form 3
September 27, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DUYK GEOFFREY M</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG CAPITAL, L.P.,Â 301 COMMERCE STREET, SUITE 3300</p> <p>(Street)</p> <p>FORT WORTH,Â TXÂ 76102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/27/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AMYRIS, INC. [AMRS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| No securities are beneficially owned ^{(1) (2) (3)} | 0 | D | Â |
| <u>(4)</u> | | | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|----------------------------------------------------------|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|-------------------------------------------------|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUYK GEOFFREY M C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | X | | | |

Signatures

/s/ Geoffrey M. Duyk by Tamara Tompkins,
Attorney-in-Fact

09/27/2010

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Dr. Duyk is a partner of TPG Growth, LLC, which is an affiliate of TPG Biotechnology Partners II, L.P. ("Partners II"), which, as of the date hereof, directly holds the 2,299,907 shares of Series A Preferred Stock, 401,929 shares of Series B Preferred Stock and 419,687 shares of Series C Preferred Stock (collectively, the "TPG Preferred Stock") of the Issuer. The Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock have no expiration date. (Continued footnote 2).

(2) The Issuer expects to complete an initial public offering of common stock on or about [September 30], 2010 (the "IPO"). Upon the closing of the IPO, each outstanding share of Series A Preferred Stock and Series C Preferred Stock will be automatically converted into one share of common stock of the Issuer, par value \$0.0001 (the "Common Stock"), and each outstanding share of Series B Preferred Stock will be automatically converted into 1.118 shares of Common Stock (the Common Stock converted from the TPG Preferred Stock, the "TPG Common Stock").

(3) As part of the IPO, the Common Stock of the Issuer is expected to be listed on The Nasdaq Global Market under the symbol "AMRS".

(4) Dr. Duyk disclaims beneficial ownership of the shares of TPG Preferred Stock and TPG Common Stock that are or may be beneficially owned by Partners II or any of its affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Dr. Duyk is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer directly held by the Partners II or any of its affiliates.

^

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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