SANGSTER GORDON

Form 4

February 07, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

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 * SANGSTER GORDON

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CODEXIS INC [CDXS]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/05/2018

X_ Officer (give title

10% Owner Other (specify

C/O CODEXIS, INC., 200

(Zip)

below) SVP & Chief Financial Officer

PENOBSCOT DRIVE

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X 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

REDWOOD CITY, CA 94063

(Street)

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(City)

(Instr. 3)

3. Execution Date, if Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported Transaction(s)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

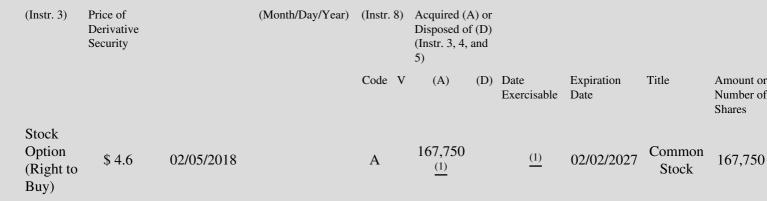
Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANGSTER GORDON C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063

SVP & Chief Financial Officer

Signatures

/s/ Gordon Sangster 02/07/2018

**Signature of Date
Reporting Person

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).

On February 3, 2017, the issuer granted the reporting person an option that commences vesting in respect of a number of shares of the issuer's common stock determined based on the satisfaction of certain performance criteria for the fiscal year ended December 31, 2017 with any remaining shares forfeited. On February 5, 2018, the compensation committee of the issuer's board of directors certified

(1) with any remaining shares forfeited. On February 3, 2018, the compensation committee of the issuer's board of directors certified achievement of the performance criteria at 134.2% of the target level, which will result in the vesting of the option with respect to 83,875 shares on March 5, 2018 and 83,875 shares on March 5, 2019, in each case subject to the reporting person's continued service to the issuer through such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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