

SULAT JAMES R  
Form 3  
April 21, 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)

1. Name and Address of Reporting  
Person \*

Â MAXYGEN INC

(Last) (First) (Middle)

515 GALVESTON DRIVE

(Street)

REDWOOD

CITY, Â CA Â 94063

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

04/21/2010

3. Issuer Name **and** Ticker or Trading Symbol  
CODEXIS INC [CDXS]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

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

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☐ Form filed by One Reporting  
Person  
☒ Form filed by More than One  
Reporting Person

### 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)

Common Stock

666,666 <sup>(1)</sup>

D <sup>(2)</sup> Â

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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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)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Series A Preferred Stock	Â (3)	Â (4)	Common Stock	4,040,404 (1) (5)	\$ 0	D (2)	Â
Series B Preferred Stock	Â (3)	Â (4)	Common Stock	1,080,146 (1) (6)	\$ 0	D (2)	Â
Series D Preferred Stock	Â (3)	Â (4)	Common Stock	169,892 (1) (7)	\$ 0	D (2)	Â
Warrant to Purchase Series D Preferred Stock (8)	Â (9)	05/25/2013	Series D Preferred Stock (8)	30,816 (1)	\$ 5.96 (1)	D (2)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAXYGEN INC 515 GALVESTON DRIVE REDWOOD CITY, CA 94063	Â X	Â X	Â	Â
SULAT JAMES R Â	Â X	Â X	Â	Â

## Signatures

/s/ James R. Sulat, for Maxygen Inc. as its Chief Executive Officer

04/21/2010

\_\_Signature of Reporting Person

Date

/s/ James R. Sulat

04/21/2010

\_\_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) Reflects a 2-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-164044).  
Held by Maxygen, Inc. ("Maxygen"). James R. Sulat, a member of the Issuer's board of directors, is the Chief Executive Officer, Chief Financial Officer and a member of the board of directors of Maxygen, and, as such, may be deemed to be the beneficial owner of the securities held by Maxygen. Mr. Sulat disclaims beneficial ownership of all securities held by Maxygen, except to the extent of his pecuniary interest therein.
- (2) The shares are immediately convertible.
- (3) The shares do not have an expiration date.
- (5) Represents the total shares of Common Stock that are issuable upon conversion of the Series A Preferred Stock, each share of which will convert on a 1.010101-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- (6) Each share of Series B Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.

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- (7) Each share of Series D Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- (8) Upon completion of the Issuer's initial public offering, this warrant to purchase shares of Series D Preferred Stock will automatically convert into a warrant to purchase an equal number of shares of the Issuer's Common Stock.
- (9) This warrant is immediately exercisable.

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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