

CMEA VENTURES LIFE SCIENCES 2000 LP

Form 3

April 21, 2010

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

OMB APPROVAL

OMB
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burden hours per
response... 0.5**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 *
CMEA VENTURES LIFE
SCIENCES 2000 LP

(Last) (First) (Middle)

ONE EMBARCADERO
CENTER, SUITE 3250

(Street)

SAN
FRANCISCO, CA 94111

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/21/20103. Issuer Name and Ticker or Trading Symbol
CODEXIS INC [CDXS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)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
currently valid OMB control number.****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 Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	93,727 ⁽³⁾ (4)	\$ 0	I	See Footnote (5)
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	1,418,477 ⁽³⁾ (4)	\$ 0	I	See Footnote (6)
Series D Preferred Stock	Â (1)	Â (2)	Common Stock	62,815 ⁽³⁾ (7)	\$ 0	I	See Footnote (5)
Series D Preferred Stock	Â (1)	Â (2)	Common Stock	950,638 ⁽³⁾ (7)	\$ 0	I	See Footnote (6)
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	24,314 ⁽³⁾ (8)	\$ 0	I	See Footnote (5)
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	367,843 ⁽³⁾ (8)	\$ 0	I	See Footnote (6)
Warrant to Purchase Series D Preferred Stock ⁽⁹⁾	Â (10)	05/25/2013	Series D Preferred Stock ⁽⁹⁾	5,730 ⁽³⁾	\$ 5.96 ⁽³⁾	I	See Footnote (5)
Warrant to Purchase Series D Preferred Stock ⁽⁹⁾	Â (10)	05/25/2013	Series D Preferred Stock ⁽⁹⁾	86,718 ⁽³⁾	\$ 5.96 ⁽³⁾	I	See Footnote (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CMEA VENTURES LIFE SCIENCES 2000 LP ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
CMEA Ventures Life Sciences 2000, Civil Law Partnership ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
CMEA Ventures LS Management 2000, L.P. ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
BARUCH THOMAS R ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â
Collier David J ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
	Â	Â X	Â	Â

Handelsman Karl D.
ONE EMBARCADERO CENTER, SUITE 3250
SAN FRANCISCO, CA 94111

Signatures

/s/ Thomas R. Baruch, General Partner of CMEA Ventures LS Management 2000, L.P. for CMEA Ventures Life Sciences 2000, L.P. as its General Partner	04/21/2010
_____ **Signature of Reporting Person	Date
/s/ Thomas R. Baruch, General Partner of CMEA Ventures LS Management 2000, L.P. for CMEA Ventures Life Sciences 2000, Civil Law Partnership as its managing limited partner	04/21/2010
_____ **Signature of Reporting Person	Date
/s/ Thomas R. Baruch	04/21/2010
_____ **Signature of Reporting Person	Date
/s/ David Collier	04/21/2010
_____ **Signature of Reporting Person	Date
/s/ Karl Handelsman	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) The shares are immediately convertible.
- (2) The shares do not have an expiration date.
- (3) 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).
- (4) 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.

Held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. Thomas R. Baruch, a member of the Issuer's board of directors, David Collier and Karl Handelsman are general partners of CMEA Ventures LS Management 2000, L.P., the managing limited partner of CMEA Ventures Life Sciences 2000, Civil Law Partnership, and, as such, have voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.
- (5) Held by CMEA Ventures Life Sciences 2000, L.P. Thomas R. Baruch, a member of the Issuer's board of directors, David Collier and Karl Handelsman are general partners of CMEA Ventures LS Management 2000, L.P., the general partner of CMEA Ventures Life Sciences 2000, L.P., and, as such, have voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, L.P. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.
- (6) 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.

As of the date hereof, each share of Series E Preferred Stock is convertible into Common Stock on a 1-for-1 basis. Due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the Series E Preferred Stock, an additional 211 shares and 3,200 shares of Common Stock will be issued to CMEA Ventures Life Sciences 2000, Civil Law Partnership and CMEA Ventures Life Sciences 2000, L.P., respectively, upon the closing of the Issuer's initial public offering at a per share offering price of \$13.00 (assuming a closing date of April 27, 2010), when each share of Series E Preferred Stock will automatically convert into Common Stock on a 1.008702-for-1 basis.
- (7) 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.
- (8)
- (9)

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(10) 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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