

CODEXIS INC  
Form 8-K  
June 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): June 7, 2012**

**Codexis, Inc.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34705**  
(Commission  
File Number)

**71-0872999**  
(I.R.S. Employer  
Identification No.)

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**200 Penobscot Drive**

**Redwood City, CA 94063**  
(Address of Principal Executive Offices)

**94063**  
(Zip Code)

**(650) 421-8100**

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.02. Unregistered Sales of Equity Securities.**

As previously announced in the Current Report on Form 8-K filed by Codexis, Inc. (the Company) on June 4, 2012 (the Prior 8-K), the Company has appointed John J. Nicols as its President and Chief Executive Officer effective June 13, 2012. On June 11, 2012, pursuant to the employment agreement described in the Prior 8-K, the Compensation Committee of the Company's Board of Directors granted Mr. Nicols an option to purchase 400,000 shares of the Company's common stock (the Option Award) and an award of 750,000 shares of restricted common stock (the Restricted Stock Award), such grants to be effective on June 13, 2012. The Option Award has a per share exercise price equal to \$3.46 per share, which was the closing price of the Company's common stock on June 13, 2012, and will vest on June 13, 2013 as to 25% of the shares subject thereto, with the remaining shares vesting ratably on a monthly basis over a period of 36 months thereafter, such that the Option Award would be fully vested and exercisable on June 13, 2016. The Restricted Stock Award will vest as to 25% of the shares subject thereto on each anniversary of June 13, 2012, such that the Restricted Stock Award will be fully vested on June 13, 2016. The grants were made as an inducement material to Mr. Nicols entering into employment with the Company in accordance with NASDAQ Listing Rule 5635(c)(4). The issuance of the Option Award and the Restricted Stock Award was exempt from registration under Section 4(2) of the Securities Act of 1933, as amended, as a transaction not involving a public offering.

The foregoing is only a summary of the material terms of the Option Award and the Restricted Stock Award, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to a stock option agreement and a restricted stock agreement between the Company and Mr. Nicols, which will be filed as exhibits to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending June 30, 2012.

On June 13, 2012, the Company issued a press release announcing the Option Award and the Restricted Stock Award. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On June 7, 2012, Mr. Brian Dowd resigned as the Company's interim Chief Financial Officer, Vice President and Controller, effective June 28, 2012.

On June 13, 2012, the Company issued a press release announcing Mr. Dowd's resignation. A copy of this press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K and incorporated by reference herein.

(c) The disclosure provided under Item 3.02 of this Current Report on Form 8-K is incorporated by reference under this Item 5.02(c).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press release.
99.2	Press release.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 13, 2012

CODEXIS, INC.

By: /s/ Douglas T. Sheehy

Name: Douglas T. Sheehy

Title: Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
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99.2	Press release.