

CODEXIS INC  
Form 8-K  
April 10, 2017

**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): April 7, 2017**

**CODEXIS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34705**  
**(Commission**

**File Number)**  
**200 Penobscot Drive**

**71-0872999**  
**(IRS Employer**

**Identification Number)**

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**Redwood City, California 94063**

**(Address of principal executive offices, including Zip Code)**

**Registrant's telephone number, including area code: (650) 421-8100**

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:

Written communications 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 8.01. Other Events.**

On April 7, 2017, Codexis, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Jefferies LLC as representative (the Representative ) of the several underwriters named therein (collectively, the Underwriters ), pursuant to which the Company agreed to issue and sell 5,500,000 shares (the Shares ) of its common stock, par value \$0.0001 per share ( Common Stock ), to the Underwriters (the Offering ). The Shares were sold at a public offering price of \$4.00 per Share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters the right, for 30 days, to purchase up to 825,000 additional shares of Common Stock (the Underwriters Option ). On April 7, 2017, the Underwriters exercised the Underwriters Option to purchase 825,000 additional shares. The Company expects to receive net proceeds from the Offering, including the exercise of the Underwriters Option, of approximately \$23.3 million, after deducting the Underwriters discounts and commissions and estimated offering expenses payable by the Company.

The Offering was made under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company s effective shelf registration statement on Form S-3 (Registration No. 333-215025).

Pursuant to the Underwriting Agreement, the Company agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriters may be required to make because of such liabilities. The Company and all of the Company s directors and executive officers also agreed not to sell or transfer any Common Stock held by them for 90 days after April 7, 2017 without first obtaining the written consent of the Representative on behalf of the Underwriters, subject to certain exceptions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing descriptions of the Underwriting Agreement and lock-up arrangements do not purport to be complete and are qualified in their entirety by reference to such exhibit.

A copy of the opinion of Latham & Watkins LLP relating to the validity of the securities issued in the Offering is filed herewith as Exhibit 5.1.

***Forward-Looking Statements***

The statements in this report related to the completion and size of the Offering are forward-looking statements. These forward-looking statements are based upon the Company s current expectations. Forward-looking statements involve risks and uncertainties. The Company s actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to market conditions and the satisfaction of customary closing conditions related to the Offering. There can be no assurance that the Company will be able to complete the Offering on the anticipated terms, or at all.

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

**(d) Exhibits.**

**Exhibit  
No.**

**Description**

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- 1.1 Underwriting Agreement, dated as of April 7, 2017, among Codexis, Inc. and Jefferies LLC, as representative of the underwriters named therein.
- 5.1 Opinion of Latham & Watkins LLP.
- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1).

**SIGNATURES**

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

Date: April 7, 2017

**CODEXIS, INC.**

By: /s/ Gordon Sangster  
Gordon Sangster

Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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