

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

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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 \*  
 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)  
 04/21/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 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  
 \_\_\_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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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

## 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.
- (6) 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.
- (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.  
 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.
- (9) 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.

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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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