

CODEXIS INC  
Form 4  
April 29, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**BARUCH THOMAS R**

(Last) (First) (Middle)

**ONE EMBARCADERO CENTER,  
SUITE 3250**

(Street)

**SAN FRANCISCO, CA 94111**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**04/27/2010**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/27/2010		C		93,727 <sup>(1)</sup> <u>(2)</u>	A	<u>(2)</u> 93,727	I	See Footnote <u>(3)</u>
Common Stock	04/27/2010		C		62,815 <sup>(1)</sup> <u>(4)</u>	A	<u>(4)</u> 156,542	I	See Footnote <u>(3)</u>
Common Stock	04/27/2010		C		24,525 <sup>(1)</sup> <u>(5)</u>	A	<u>(5)</u> 181,067	I	See Footnote <u>(3)</u>
Common Stock	04/27/2010		C		1,418,477 <u>(1) (2)</u>	A	<u>(2)</u> 1,418,477	I	See Footnote

Common Stock	04/27/2010	C	950,638 <u>(1)</u> <u>(4)</u>	A	<u>(4)</u>	2,369,115	I	<u>(6)</u> See Footnote <u>(6)</u>
Common Stock	04/27/2010	C	371,043 <u>(1)</u> <u>(5)</u>	A	<u>(5)</u>	2,740,158	I	<u>(6)</u> See Footnote <u>(6)</u>

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series B Preferred Stock	<u>(2)</u>	04/27/2010		C	93,727 <u>(1)</u> <u>(2)</u>	<u>(2)</u> <u>(7)</u>	Common Stock
Series D Preferred Stock	<u>(4)</u>	04/27/2010		C	62,815 <u>(1)</u> <u>(4)</u>	<u>(4)</u> <u>(7)</u>	Common Stock
Series E Preferred Stock	<u>(5)</u>	04/27/2010		C	24,525 <u>(1)</u> <u>(5)</u>	<u>(5)</u> <u>(7)</u>	Common Stock
Series B Preferred Stock	<u>(2)</u>	04/27/2010		C	1,418,477 <u>(1)</u> <u>(2)</u>	<u>(2)</u> <u>(7)</u>	Common Stock
Series D Preferred Stock	<u>(4)</u>	04/27/2010		C	950,638 <u>(1)</u> <u>(4)</u>	<u>(4)</u> <u>(7)</u>	Common Stock
Series E Preferred Stock	<u>(5)</u>	04/27/2010		C	371,043 <u>(1)</u> <u>(5)</u>	<u>(5)</u> <u>(7)</u>	Common Stock
Warrant to Purchase	\$ 5.96 <u>(1)</u> <u>(8)</u>	04/27/2010		J	5,730 <u>(1)</u> <u>(8)</u>	<u>(9)</u> 05/25/2013	Series D Preferred Stock



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- (4) Each share of Series D Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.

As previously reported on the Form 3 dated April 21, 2010, due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the Series E Preferred Stock, each share of Series E Preferred Stock automatically converted into Common Stock on a

- (5) 1.008702-for-1 basis upon the closing of the Issuer's initial public offering. Number of shares reported includes the additional 211 shares and 3,200 shares of Common Stock that was issued to CMEA Ventures Life Sciences 2000, Civil Law Partnership and CMEA Ventures Life Sciences 2000, L.P., respectively, upon such conversion as a result of such antidilution adjustment.

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

- (6) 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) The expiration date is not relevant to the conversion of these securities.

Upon completion of the Issuer's initial public offering, the warrant to purchase shares of Series D Preferred Stock automatically converted

- (8) into a warrant to purchase an equal number of shares of the Issuer's Common Stock. Disposition of Warrant to Series D Preferred Stock and acquisition of Warrant to Purchase Common Stock listed solely for the purpose of reporting such conversion of the shares underlying the security.

- (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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