

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 \*  
MAXYGEN INC

(Last) (First) (Middle)  
515 GALVESTON DRIVE  
(Street)

REDWOOD CITY, CA 94063

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ 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)
Common Stock	04/27/2010		C	(A) or (D) Amount 4,040,404 (1) (2)	A (2) 4,707,070	D	
Common Stock	04/27/2010		C	(A) or (D) Amount 1,080,146 (1) (3)	A (3) 5,787,216	D	
Common Stock	04/27/2010		C	(A) or (D) Amount 169,892 (1) (4)	A (4) 5,957,108	D	

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

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**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)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A Preferred Stock	(2)	04/27/2010		C		4,040,404 (1) (2)	(2)	(5)	Common Stock
Series B Preferred Stock	(3)	04/27/2010		C		1,080,146 (1) (3)	(3)	(5)	Common Stock
Series D Preferred Stock	(4)	04/27/2010		C		169,892 (1) (4)	(4)	(5)	Common Stock
Warrant to Purchase Series D Preferred Stock	\$ 5.96 (1) (6)	04/27/2010		J		30,816 (1) (6)	(7)	05/25/2013	Series D Preferred Stock
Warrant to Purchase Common Stock	\$ 5.96 (1) (6)	04/27/2010		J		30,816 (1) (6)	(7)	05/25/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAXYGEN INC 515 GALVESTON DRIVE REDWOOD CITY, CA 94063			X	

## Signatures

/s/ James R. Sulat, for Maxygen Inc. as its Chief Executive Officer

04/29/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) 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).
- (2) Each share of Series A Preferred Stock automatically converted into Common Stock on a 1.010101-for-1 basis upon the closing of the Issuer's initial public offering.
- (3) Each share of Series B Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.
- (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.
- (5) 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 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.
- (6) Upon completion of the Issuer's initial public offering, the warrant to purchase shares of Series D Preferred Stock automatically converted 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.
  - (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.