

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>MAXYGEN INC</b> (Last) (First) (Middle) <b>515 GALVESTON DRIVE</b> (Street) <b>REDWOOD CITY, CA 94063</b> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/21/2010</b>	3. Issuer Name and Ticker or Trading Symbol <b>CODEXIS INC [CDXS]</b>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock	666,666 <sup>(1)</sup>	D <sup>(2)</sup>	

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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	4,040,404 <sup>(1) (5)</sup>	\$ 0	D <sup>(2)</sup>	
Series B Preferred Stock	<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	1,080,146 <sup>(1) (6)</sup>	\$ 0	D <sup>(2)</sup>	
Series D Preferred Stock	<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	169,892 <sup>(1) (7)</sup>	\$ 0	D <sup>(2)</sup>	
Warrant to Purchase Series D Preferred Stock <sup>(8)</sup>	<sup>(9)</sup>	05/25/2013	Series D Preferred Stock <sup>(8)</sup>	30,816 <sup>(1)</sup>	\$ 5.96 <sup>(1)</sup>	D <sup>(2)</sup>	

## Reporting Owners

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

## Signatures

/s/ James R. Sulat, for Maxygen Inc. as its Chief Executive Officer	04/21/2010
**Signature of Reporting Person	Date
/s/ James R. Sulat	04/21/2010

## 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) 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).  
Held by Maxygen, Inc. ("Maxygen"). James R. Sulat, a member of the Issuer's board of directors, is the Chief Executive Officer, Chief Financial Officer and a member of
- (2) the board of directors of Maxygen, and, as such, may be deemed to be the beneficial owner of the securities held by Maxygen. Mr. Sulat disclaims beneficial ownership of all securities held by Maxygen, except to the extent of his pecuniary interest therein.
- (3) The shares are immediately convertible.
- (4) The shares do not have an expiration date.
- (5) Represents the total shares of Common Stock that are issuable upon conversion of the Series A Preferred Stock, each share of which will convert on a 1.010101-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- (6) 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.
- (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.
- (8) 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.
- (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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