

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 20, 2011**

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**Codexis, Inc.**

(Exact name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34705**  
(Commission  
File Number)

**71-0872999**  
(I.R.S. Employer  
Identification No.)

**200 Penobscot Drive**  
**Redwood City, CA 94063**  
(Address of Principal Executive Offices)

**94063**  
(Zip Code)

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

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

- Written communication 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))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On April 20, 2011, the Board of Directors of Codexis, Inc. (the “Company”) approved the slate of nominees to the Company’s board of directors to be submitted to a stockholder vote at the Company’s 2011 Annual Meeting of Stockholders and accepted the decision of Mr. Bruce Pasternack, one of the Company’s Class I directors, not to stand for reelection at such meeting. Mr. Pasternack will remain a director of the Company until his successor is elected at the 2011 Annual Meeting of Stockholders. Mr. Pasternack’s decision is for personal reasons and is not due to any disagreement with the Company or its board of directors on any matter relating to the Company’s operations, policies or practices.

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**SIGNATURE**

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

Date: April 26, 2011

CODEXIS, INC.

By: /s/ Douglas T. Sheehy  
Name: Douglas T. Sheehy  
Title: Senior Vice President, General Counsel and  
Secretary