

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 19, 2012

Codexis, Inc.

(Exact name of Registrant as Specified in its Charter)

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)

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))

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

(b) On January 19, 2012, Robert Lawson advised Codexis, Inc. (the “Company”) of his decision to resign from his position as the Company’s Senior Vice President and Chief Financial Officer. Mr. Lawson will remain with the Company as Senior Vice President and Chief Financial Officer to oversee the fiscal year-end accounting close and annual audit process, and the filing of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Mr. Lawson is resigning to accept a position at a private software company. The Company expects to launch a search for a Chief Financial Officer immediately.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.

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: January 24, 2012

CODEXIS, INC.

By: /s/ Douglas T. Sheehy

Name: Douglas T. Sheehy

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.



Codexis, Inc.
200 Penobscot Drive
Redwood City, CA 94063
650.421.8100
www.codexis.com

Codexis Announces CFO Departure

Redwood City, CA – January 24, 2012 – Codexis, Inc. (Nasdaq: CDXS) today announced that the Company’s Chief Financial Officer, Robert Lawson, has advised the Company of his decision to resign as Chief Financial Officer in order to accept a position at a private software company. The Board of Directors will conduct an immediate search for a new CFO.

“We thank Bob for his contributions to Codexis,” said Alan Shaw, Ph. D, President and Chief Executive Officer. “We are grateful for his leadership, and we all wish Bob the best as he returns to the software industry.”

In order to facilitate an orderly transition, Mr. Lawson will remain with the Company as Chief Financial Officer to oversee the year-end accounting close and annual audit process, and the filing of the Company’s Annual Report on Form 10-K. Mr. Lawson will discuss Codexis’ fourth quarter and full year 2011 financial results on its fiscal 2011 earnings conference call on February 7, 2012.

About Codexis

Codexis is an industrial biotechnology company developing high value sustainable chemicals, clean fuels, cost effective pharmaceutical processes and renewable bioindustrial ingredients to make industry more efficient, productive and profitable. Partners and customers include global leaders such as Shell, Merck and Pfizer. For more information, see www.codexis.com.

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