

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

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. \_\_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**CODEXIS, INC.**

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount previously paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing Party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_

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**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): May 29, 2012**

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**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.**

On May 29, 2012, Codexis, Inc. (the "Company") entered into an employment agreement with John J. Nicols (the "Employment Agreement") pursuant to which Mr. Nicols will become the Company's President and Chief Executive Officer commencing June 13, 2012. Mr. Nicols will replace Peter Strumph, who has held that position on an interim basis since February 2012. Mr. Nicols will be appointed to the Company's Board of Directors (the "Board") following the commencement of his employment as President and Chief Executive Officer.

Mr. Nicols, age 48, has served in various capacities at Albemarle Corporation, a public company focused on the development, manufacture and marketing of highly engineered specialty chemicals, since he joined that company in 1990. Since March 2012, Mr. Nicols has served as its Senior Vice President, Strategic Development and Catalysts. Mr. Nicols previously served as its Vice President, Catalysts from January 2007 to February 2012, its Vice President, Fine Chemistry from June 2002 to December 2006, its Division Vice President, Global Flame Retardants business from February 1999 through June 2002 and its Asia Pacific Business Director for the Bromine Chemicals business, based in Tokyo, Japan, from 1995 to 1998. Prior to his time with Albemarle Corporation, Mr. Nicols worked for three years in manufacturing and research and development for Hercules, Inc. Mr. Nicols received a B.S. in Chemical Engineering from the Polytechnic Institute of New York University and an M.B.A. from the Sloan School of Management at the Massachusetts Institute of Technology.

The Employment Agreement provides Mr. Nicols with a one-time sign-on bonus of \$125,000, payable in two \$62,500 installments on the first payroll date following June 13, 2012 and on the first payroll date following June 13, 2013, in each case subject to Mr. Nicols' continued employment through each such payment date. Mr. Nicols will also receive an annual base salary of \$575,000 and an annual target bonus of 75% of such base salary upon achievement of specific goals and objectives to be established by the Board with a stretch opportunity of up to 135% of base salary. The Company will also reimburse Mr. Nicols up to \$100,000 for reasonable expenses incurred to relocate Mr. Nicols to the San Francisco Bay Area. The Employment Agreement provides that Mr. Nicols will be granted an option to purchase 400,000 shares of the Company's common stock (the "Option Award") and an award of 750,000 shares of restricted stock (the "Restricted Stock Award") on or as soon as reasonably practicable following June 13, 2012. The Option Award will have a per share exercise price equal to the per share closing price of the Company's common stock on the date of the option grant and will vest on June 13, 2013 as to 25% of the shares subject thereto, with the remaining shares vesting ratably on a monthly basis over a period of 36 months thereafter, such that the Option Award would be fully vested and exercisable on June 13, 2016. The Restricted Stock Award will vest as to 25% of the shares subject thereto on each anniversary of June 13, 2012, such that the Restricted Stock Award will be fully vested on June 13, 2016. The Employment Agreement also provides that in 2013, 2014 and 2015, Mr. Nicols will be entitled to receive annual grants of equity awards with a targeted grant date fair value that is comparable with and reflective of prior grants to the Company's Chief Executive Officer and peer company comparisons, but in any event, that is not less than \$1,000,000 each year. No less than 50% of such annual awards will be subject to vesting based on the achievement of performance goals to be mutually agreed upon by Mr. Nicols and the Board. Pursuant to the Employment Agreement, Mr. Nicols is required by June 13, 2017 to own shares of the Company's common stock equal to the lesser of (i) that number shares having a fair market value equal to five times Mr. Nicols' annual base salary or (ii) 1,333,333 shares.

Mr. Nicols' initial term of employment under the Employment Agreement is four years, which term will automatically renew for successive one year periods unless Mr. Nicols or the Company gives 90 days advance written notice of non-renewal. The Company may terminate Mr. Nicols either with or without cause, and Mr. Nicols may resign with or without good reason, in each case, upon 30 days advance written notice. In the event Mr. Nicols' employment with the Company is terminated other than for cause or in the event of his resignation for good reason, Mr. Nicols will be entitled to receive a lump sum severance payment in an amount equal to his annual base salary and his annual target bonus, up to one year of continued health coverage, full acceleration of vesting for the Option Award and the Restricted Stock Award, and one year of accelerated vesting for each of his other outstanding equity awards. In the event of a termination of Mr. Nicols' employment with the Company other than for cause or in the event of his resignation for good reason, in either case, on or within twelve months following a change in control of the Company, or in the event that Mr. Nicols' employment with the Company is terminated at the request of an acquirer that has entered into an agreement to effect a change in control of the Company, Mr. Nicols will be entitled to receive a lump sum severance payment in an amount equal to 150% of his annual base salary and 150% of his annual target bonus, up to 18 months of continued health coverage and full acceleration of vesting for each of his outstanding equity awards. Mr. Nicols must enter into a release of all claims against the Company following his termination of employment to be eligible for any severance, continued health coverage or accelerated vesting under the Employment Agreement.

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Also in connection with his appointment as President and Chief Executive Officer, Mr. Nicols is entering into an indemnification agreement with the Company in the form entered into between the Company and its directors, officers and certain employees, as filed as an exhibit to the Company's Registration Statement on Form S-1 (File No. 333-164044), effective April 21, 2010.

The foregoing provides only a brief description of the terms and conditions of the Employment Agreement, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the Employment Agreement, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending June 30, 2012.

**Item 7.01. Regulation FD Disclosure.**

On June 4, 2012, the Company issued a press release announcing Mr. Nicols' appointment as President and Chief Executive Officer of the Company. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information furnished pursuant to this Item 7.01 of this report, including the exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing, unless the Company expressly sets forth in such filing that such information is to be considered "filed" or incorporated by reference therein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

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

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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: June 4, 2012

CODEXIS, INC.

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

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**EXHIBIT INDEX**

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



**Codexis, Inc.**  
200 Penobscot Drive  
Redwood City, CA 94063  
Tel: 650.421.8100  
[www.codexis.com](http://www.codexis.com)

### **Codexis Appoints John J. Nicols as President and Chief Executive Officer**

Redwood City, CA – June 4, 2012 – Codexis, Inc. (NASDAQ: CDXS), a developer of industrial enzymes to enable the cost-advantaged production of biofuels, bio-based chemicals and pharmaceutical intermediates, today announced the appointment of John J. Nicols as President and Chief Executive Officer. Mr. Nicols will begin his new role on June 13, 2012. Mr. Nicols will be appointed to the company's Board of Directors following the commencement of his employment as President and Chief Executive Officer.

Mr. Nicols served most recently as Senior Vice President, Strategic Development and Catalysts, at Albemarle Corporation (NYSE: ALB), a specialty chemicals company with a current market capitalization in excess of \$5 billion. As head of the largest of Albemarle's three publicly reported business segments, Mr. Nicols has been responsible for a \$1.1 billion P&L statement covering a diverse set of global catalyst business operations and joint ventures. Since Mr. Nicols took over the Catalysts division in January 2007, sales have grown \$278 million, which equates to a compound annual growth rate of 5.9%. In addition, the Catalysts division has generated segment income margins of at least 28 percent over the last two years, which are nearly double the margins of earlier periods. The resulting Catalysts division segment income grew by \$200 million from 2006 to 2011, a compound annual growth rate of 21.2%. In addition to his financial achievements in Catalysts, Mr. Nicols strategically drove Albemarle to expand globally, including substantial new facilities investment projects currently underway in South Korea, Saudi Arabia and Brazil. The projects in Saudi Arabia and Brazil are joint ventures with leading global companies, SABIC and Petrobras, respectively.

During his more than 20-year career at Albemarle, Mr. Nicols managed multiple divisions of the company, driving sustained growth in its Flame Retardants and Fine Chemistry business units, and completed a three-year assignment in Tokyo, Japan from 1995 to 1998. He also co-led a corporate strategy review that focused on driving the corporation's organic new business development opportunities. The success of this project recently led Albemarle to appoint Mr. Nicols as head of company-wide Strategic Development.

"John Nicols brings to Codexis a 20-year track record of success in commercializing new products in the chemicals industry, managing growth for multiple business units, and developing and executing corporate strategy," said Tom Baruch, Chairman of the Board for Codexis, Inc. "John has the perfect mix of leadership and experience to bring Codexis CodeXyme™ cellulase enzymes and CodeXol™ detergent alcohol to market."

"I am excited to become a member of the great team at Codexis, and to lead the company's transformation to a world-scale commercial entity in its biofuels and bio-based chemical businesses. Our first priority is to complete the development of CodeXyme™ cellulase enzymes

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and CodeXol™ detergent alcohol,” said incoming President and CEO, John J. Nicols. “I envision that Codexis’ CodeEvolve™ directed evolution technology platform will continue to generate differentiated commercial products in the pharmaceuticals, chemicals and fuels markets.”

“We are all grateful to Peter Strumph for actively leading Codexis during the last several months. His understanding of the company and his engagement with our shareholders and employees kept us on course,” Mr. Baruch stated. “With John’s appointment, the Board and John will now focus on the successful completion of our pending CFO search.”

#### **Biographical Information for John J. Nicols**

Mr. Nicols has served in various capacities at Albemarle Corporation, a public company focused on the development, manufacture, and marketing of highly engineered specialty chemicals, since he joined that company in 1990. Since March 2012, Mr. Nicols has served as its Senior Vice President, Strategic Development and Catalysts. Mr. Nicols previously served as its Vice President, Catalysts from January 2007 to February 2012, its Vice President, Fine Chemistry from June 2002 to December 2006, its Division Vice President, Global Flame Retardants business from February 1999 through June 2002 and its Asia Pacific Business Director for the Bromine Chemicals business, based in Tokyo, Japan, from 1995 to 1998. Prior to his time with Albemarle Corporation, Mr. Nicols worked for three years in manufacturing and research and development for Hercules, Inc. Mr. Nicols received a B.S. in Chemical Engineering from the Polytechnic Institute of New York University and an M.B.A. from the Sloan School of Management at the Massachusetts Institute of Technology.

#### **About Codexis, Inc.**

Codexis, Inc. is a developer of industrial enzymes to enable the cost-advantaged production of biofuels, bio-based chemicals and pharmaceutical intermediates. Codexis’ product lines include CodeXyme™ Cellulase Enzymes and CodeXol™ Detergent Alcohol. Partners and customers include global leaders such as Shell, Merck and Pfizer. For more information, see [www.codexis.com](http://www.codexis.com).

#### **Forward-Looking Statements**

This press release contains forward-looking statements relating to Codexis’ transformation from the development stage to commercialization in its biofuels and bio-based chemical business opportunities. You should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond our control and could materially affect actual results. Factors that could materially affect actual results include our need for substantial additional capital in the future in order to expand our business, our dependence on our collaborators and various challenges to the feasibility of the production and commercialization of biofuels and bio-based chemicals derived from cellulose. Additional factors that could materially affect actual results can be found in Codexis’ Quarterly Report on Form 10-Q for the period ended March 31, 2012 filed with the Securities and Exchange Commission on May 10, 2012, including under the caption “Risk Factors.” Codexis expressly disclaims any intent or obligation to update these forward-looking statements, except as required by law.

#### **Contacts:**

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