

**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): September 10, 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 3.02. Unregistered Sales of Equity Securities

As previously announced in the Current Report on Form 8-K filed by Codexis, Inc. (the "Company") on September 4, 2012 (the "Prior 8-K"), the Company appointed David O'Toole as its Senior Vice President and Chief Financial Officer. On September 10, 2012, pursuant to the offer letter described in the Prior 8-K, the Compensation Committee of the Company's Board of Directors granted Mr. O'Toole an option to purchase 200,000 shares of the Company's common stock (the "Option Award") and an award of 50,000 shares of restricted stock (the "Restricted Stock Award"). The Option Award has a per share exercise price equal to \$2.72 per share, which was the closing price of the Company's common stock on September 10, 2012, and will vest and become exercisable on September 4, 2013 as to 25% of the shares subject thereto, with the remaining shares vesting and becoming exercisable ratably on a monthly basis over a period of 36 months thereafter, such that the Option Award will be fully vested and exercisable on September 4, 2016. The Restricted Stock Award will vest as to 25% of the shares subject thereto on each anniversary of September 4, 2012, such that the Restricted Stock Award will be fully vested on September 4, 2016. The grants were made as an inducement material to Mr. O'Toole entering into employment with the Company in accordance with NASDAQ Listing Rule 5635(c)(4). The issuance of the Option Award and the Restricted Stock Award was exempt from registration under Section 4(2) of the Securities Act of 1933, as amended, as a transaction not involving a public offering.

The foregoing is only a summary of the material terms of the Option Award and the Restricted Stock Award, 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 a stock option agreement and a restricted stock agreement between the Company and Mr. O'Toole, which will be filed as exhibits to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2012.

On September 12, 2012, the Company issued a press release announcing the Option Award and the Restricted Stock Award. 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.

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

- (c) The disclosure provided under Item 3.02 of this Current Report on Form 8-K is incorporated by reference under this Item 5.02(c).

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: September 12, 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
Tel: 650.421.8100
www.codexis.com

Codexis Announces Inducement Option Award and Restricted Stock Award to David O'Toole

Redwood City, CA – September 12, 2012 – Codexis, Inc. (NASDAQ: CDXS), a developer of cost-advantaged processes for the production of biofuels, bio-based chemicals and pharmaceuticals, today announced that it has granted a stock option award and restricted stock award to David O'Toole, Codexis' newly appointed Senior Vice President and Chief Financial Officer. These inducement awards were approved by the Compensation Committee of the Codexis Board of Directors on September 10, 2012 and granted as an inducement material to Mr. O'Toole entering into employment with Codexis in accordance with NASDAQ Listing Rule 5635(c)(4).

Codexis granted Mr. O'Toole an option to purchase 200,000 shares of Codexis' common stock with an exercise price equal to \$2.72, the closing price per share of common stock as reported by NASDAQ on September 10, 2012. The option will vest and become exercisable on September 4, 2013 as to 25% of the shares subject thereto, with the remaining shares vesting and becoming exercisable ratably on a monthly basis over a period of 36 months thereafter, subject to Mr. O'Toole's continuous service with Codexis through the applicable vesting date, such that the option will be fully vested and exercisable on September 4, 2016. In addition, Codexis granted to Mr. O'Toole an award of 50,000 shares of restricted stock that will vest as to 25% of the shares subject thereto on each anniversary of September 4, 2012, subject to Mr. O'Toole's continuous service to Codexis through the applicable vesting date, such that the Restricted Stock Award will be fully vested on September 4, 2016. Each of the option and restricted stock award is eligible for accelerated vesting under the change of control severance agreement entered into with Mr. O'Toole.

Codexis is providing this information in accordance with NASDAQ Listing Rule 5635(c)(4).

About Codexis, Inc.

Codexis, Inc. is a developer of cost-advantaged processes for the production of biofuels, bio-based chemicals and pharmaceuticals. Codexis' product lines include CodeXyme™ cellulase enzymes and CodeXol™ detergent alcohol. Partners and customers include global leaders such as Merck, Pfizer and Teva. For more information, see www.codexis.com.

Contacts:

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