
**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): **June 14, 2022**

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) (Zip Code)

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

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0001 per share	CDXS	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Codexis, Inc. (the “Company”) held a virtual Annual Meeting of Stockholders (the “Annual Meeting”) on June 14, 2022. At the Annual Meeting, the Company’s stockholders voted on two proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 18, 2022 (the “Proxy”). Only stockholders of record as of the close of business on April 21, 2022, the record date for the Annual Meeting, were entitled to vote at the Annual Meeting. As of the record date, 65,304,060 shares of the Company’s common stock were outstanding and entitled to vote at the Annual Meeting. The results of the matters voted on by the Company’s stockholders are set forth immediately below.

Proposal No. 1

To elect three Class III Directors to the Company’s Board of Directors (the “Board”) to hold office for three-year terms expiring at the 2025 annual meeting of stockholders or until their respective successors are duly elected and qualified or their earlier resignation or removal:

Name of Nominee	Number of Votes		
	For	Withheld	Broker Non-Votes
Byron L. Dorgan	49,203,911	488,841	9,065,319
David W. Smith	49,497,052	195,700	9,065,319
John J. Nicols	48,697,830	994,922	9,065,319

Each of the nominees nominated in Proposal No. 1 was elected.

Proposal No. 2

To ratify the selection of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022:

	Number of Votes		
	For	Against	Abstain
	58,563,826	160,111	34,134

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

Proposal No. 2 was approved.

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 16, 2022

CODEXIS, INC.

By: /s/ Ross Taylor
Name: Ross Taylor
Title: Senior Vice President and Chief Financial Officer