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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): June 11, 2024**

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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) (Zip Code)

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

**Not Applicable**  
(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))

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. ☐

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

Codexis, Inc. (the “Company”) held its 2024 annual meeting of stockholders (the “Annual Meeting”) on June 11, 2024. The proposals presented at the Annual Meeting are described in more detail in the Company’s Definitive Proxy Statement on Schedule 14A for the Annual Meeting filed with the Securities and Exchange Commission on April 25, 2024. The vote results detailed below represent final results as certified by the Inspector of Elections.

***Proposal 1. Election of Directors.***

The Company’s stockholders elected Esther Martinborough and H. Stewart Parker for a three-year term expiring at the 2027 annual meeting of stockholders or until their respective successors are duly elected and qualified or their earlier resignation or removal. The voting results are as follows:

Name of Nominee	Number of Votes		
	For	Withheld	Broker Non-Votes
Esther Martinborough	49,420,795	549,085	10,933,724
H. Stewart Parker	43,999,692	5,970,188	10,933,724

***Proposal 2. Ratification of Independent Registered Public Accounting Firm.***

The Company’s stockholders ratified the selection by the Audit Committee of the Company’s board of directors of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The voting results are as follows:

Number of Votes		
For	Against	Abstain
60,720,539	86,389	96,676

***Proposal 3. Non-binding, Advisory Vote on Executive Compensation.***

The Company’s stockholders approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers. The voting results are as follows:

Number of Votes			
For	Against	Abstain	Broker Non-Votes
47,194,745	2,628,567	146,568	10,933,724

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**SIGNATURES**

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.

CODEXIS, INC.

Date: June 13, 2024

By: /s/ Sriram Ryali  
Sriram Ryali  
Chief Financial Officer